

PUBLIC NOTICE
CITY OF ALAMEDA HEALTH CARE DISTRICT BOARD OF DIRECTORS
SPECIAL MEETING AGENDA
Monday, January 18, 2016
OPEN SESSION: 5:30 P.M.

Location:

Alameda Hospital (Dal Cielo Conference Room)
2070 Clinton Avenue, Alameda, CA 94501

Office of the Clerk: (510) 814-4001 | (510) 473-0755

Members of the public who wish to comment on agenda items will be given an opportunity before or during the consideration of each agenda item. Those wishing to comment must complete a speaker card indicating the agenda item that they wish to address and present to the District Clerk. This will ensure your opportunity to speak. Please make your comments clear and concise, limiting your remarks to no more than three (3) minutes.

- I. **Call to Order (5:30 p.m. – Alameda Hospital, Dal Cielo Conference Room)** Robert Deutsch, MD
- II. **Roll Call**
- III. **General Public Comments**
- IV. **Regular Agenda**

A. **Consent Agenda** **Action Items**

- ✓ 1) Adoption of Resolution 2015-4: Special recognition of J. Michael McCormick
ENCLOSURE (pages 3-5)

B. **Action Items**

- ✓ 1) Recommendation for Parcel Tax Transfer to Alameda Health System **ENCLOSURE (pages 6- 9)**
- ✓ 2) Review, Discussion and Approval of Bylaws Revisions **ENCLOSURE (pages 10-28)**
- ✓ 3) Election of Officers **ENCLOSURE (pages 29-30)**

C. **District Updates & Operational Updates**

- ✓ 1) Review of November 9, 2015 Minutes **ENCLOSURE (pages 31-36)** Kathryn Sáenz Duke
- 2) Brown Act Education and Discussion Thomas Driscoll / Kristen Thorson
- ✓ 3) Discussion of Board Communication (Written/Verbal) Robert Deutsch, MD
ENCLOSURE (pages 37-40)
- 4) President's Report Robert Deutsch, MD
 - a. February 1, 2016 Agenda Preview Robert Deutsch, MD
INFORMATIONAL - SUBJECT TO CHANGE
 - 1. AHS Follow-Up on Request for Additional Information on Support Services Allocation Methodology
 - 2. AHS Quarterly Reporting
 - FY Q1 (Jul-Aug-Sep) & FY Q2 (Oct-Nov-Dec) (Finance and Quality)

3. Alameda Hospital CAO Report
4. FYE June 30, 2015 Audit (*Action Item*)
5. December 2015 & YTD District Financials (*Action Item*)
6. Review and Approval of Engagement Letter with CHW, LLP for Accounting and Business Consulting Services (*Action Item*)
7. Executive Director Search Committee Update / Follow-Up from November 9, 2015 Approved Process & Timeline
8. Recommendation to for ACSDA Annual Meeting Sponsorship or Attendance (*Action Item*)
9. Verbal Report on Alameda County Special District Association Meetings

V. General Public Comments

VI. Board Comment

VII. Adjournment

CITY OF ALAMEDA HEALTH CARE DISTRICT

Date: January 18, 2016
To: City of Alameda Health Care District, Board of Directors
From: Kristen Thorson, District Clerk
Subject: Adoption of Resolution 2015-4: Special Recognition of J. Michael McCormick

At the November 9, 2015 Board meeting, the Board of Directors recognized J. Michael McCormick but did not take action on adopting resolution 2015-4.

Requesting the Board formally adopt the resolution at the January 18, 2016 Board meeting.

CITY OF ALAMEDA HEALTH CARE DISTRICT

RESOLUTION NO. 2015-4

BOARD OF DIRECTORS, CITY OF ALAMEDA HEALTH CARE DISTRICT

STATE OF CALIFORNIA

* * *

Special Recognition of J. Michael McCormick

Whereas, On November 4, 2008, J. Michael McCormick was elected to the City of Alameda Health Care District (“District”) Board of Directors in the General Election and was re-elected in the November 6, 2012 General Election

Whereas, J. Michael McCormick served as 2nd Vice President (2009-2011), Treasurer (2011-2013) and then was nominated and appointed to the Office of President

Whereas, J. Michael McCormick served as President from February 2013 until September 2015

Whereas, J. Michael McCormick served on all three District Board Committees (Quality, Finance and Community Relations) and the Administrative Pension Oversight Committee during his tenure as well as serving as Chairperson for the Finance & Management Committee

Whereas, During J. Michael McCormick’s tenure on the Board his leadership and valuable input aided in the development of successful new programs which expanded healthcare within the City of Alameda and surrounding communities including;

- Opening of ‘Alameda Hospital Physicians’, a multispecialty physician clinic, in 2009
- Advanced Primary Stroke Center Certification by The Joint Commission in 2011
- Opening of the Kate Creedon Center for Advanced Wound Care in 2012
- Acquisition of the operations of the 120 bed Waters Edge Skilled Nursing Unit in 2012
- Opening of the Bay Area Bone and Joint Center in 2012

Whereas J. Michael McCormick’s leadership and significant contributions led to a successful affiliation between the District and Alameda Health System (AHS) which took effect on May 1, 2014 and which culminated with the transfer of operational control of Alameda Hospital to AHS in May, 2014.

Whereas, J. Michael McCormick led the District through a transition period from operating a hospital to the exploration of new opportunities for the District as well as maintaining a balanced and successful relationship between Alameda Health System and the District to ensure the Joint Powers Agreement is followed and that all services provided by Alameda Hospital for the community continually improve.

Whereas, J. Michael McCormick is a 35 year resident of the Bay Area and comes from a strong family background of healthcare providers.

Whereas, J. Michael McCormick's strong belief of fiscal responsibility with the need for civic engagement, his knowledge of healthcare, his ability to look for solutions in difficult situations, and his philosophical and thought provoking manner will be forever remembered in this Community.

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of the City of Alameda Health Care District recognizes the expertise and dedication of J. Michael McCormick and his significant contributions to Alameda Hospital, the City of Alameda Health Care District and the community of Alameda and expresses its heartfelt gratitude for his years of unfettered dedication and effort on our behalf.

PASSED AND ADOPTED on November 9, 2015 by the following vote:

AYES: _____ NOES: _____ ABSTAIN: _____ ABSENT: _____

Robert Deutsch
1st Vice President, Acting President

Kathryn Sáenz Duke
Secretary

CITY OF ALAMEDA HEALTH CARE DISTRICT

DATE: January 18, 2016
TO: City of Alameda Health Care District, Board of Directors
FROM: Kristen Thorson, District Clerk
SUBJECT: Recommendation for Parcel Tax Transfer to Alameda Health System

Action

Recommendation to transfer the entire December parcel tax installment of \$2,889,017.70 to Alameda Health System via wire transfer.

Background

The December 2015 remittance of the parcel tax was received on December 14, 2015. Based on the District's current financials (November 30, 2015 attached), cash on hand and anticipated expenses through April 2016, I am recommending that the entire amount be transferred to Alameda Health System.

Balance Sheets

CITY OF ALAMEDA HEALTHCARE DISTRICT

As of
6/30/2015 As of
11/30/2015

Assets

Current assets:

Cash and cash equivalents	\$ 292,794	\$ 545,646
Grant and other receivables	291,854	2,429,569
Prepaid expenses and deposits	88,075	58,710
Total current assets	<u>672,723</u>	<u>3,033,925</u>

Assets limited as to use	255,304	284,178
Capital Assets, net of accumulated depreciation	<u>3,650,181</u>	<u>3,499,081</u>

4,578,208 6,817,184

Other Assets	16,433	15,500
Total assets	<u>\$4,594,641</u>	<u>\$ 6,832,684</u>

Liabilities and Net Position

Current liabilities:

Current maturities of debt borrowings	\$ 26,940	\$ 26,940
Accounts payable and accrued expenses	5,653	0
Total current liabilities	<u>32,592</u>	<u>26,940</u>

Debt borrowings net of current maturities	<u>1,031,855</u>	<u>1,020,857</u>
Total liabilities	<u>1,064,447</u>	<u>1,047,796</u>

Net position:

Invested in capital assets, net of related debt	3,650,181	3,650,181
Restricted, by contributors	255,304	255,304
Unrestricted (deficit)	<u>(375,291)</u>	<u>1,879,402</u>
Total net position (deficit)	<u>3,530,194</u>	<u>5,784,887</u>

Total liabilities and net position	<u>\$4,594,641</u>	<u>\$ 6,832,684</u>
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Statements of Revenues, Expenses and Changes in Net Position

CITY OF ALAMEDA HEALTHCARE DISTRICT

	Actual YTD 6/30/2015	Actual YTD 11/30/2015	Budget YTD 11/30/2015	Variance	
Revenues and other support					
District Tax Revenues	\$5,737,101	\$ 2,429,569	\$ 2,429,569	-	0%
Rents	172,112	74,688	71,713	2,975	4%
Other revenues	1,990	3	-	3	
Total revenues	5,911,203	2,504,260	2,501,282	2,978	
Expenses					
Salaries, wage and benefits	-	-	39,583	39,583	100%
Professional fees	116,102	24,478	33,708	9,230	27%
Supplies	3,906	1,429	1,729	300	17%
Repairs and maintenance	11,113	6,157	12,500	6,343	51%
Rents	22,150	10,250	10,250	-	0%
Utilities	7,148	3,316	1,042	(2,275)	-218%
Insurance	82,516	29,365	25,000	(4,365)	-17%
Depreciation and amortization	455,541	152,034	-	(152,034)	
Interest	71,360	21,285	20,448	(837)	-4%
Travel, meeting and conferences	2,057	-	4,167	4,167	100%
Other expenses	74,112	1,254	5,417	4,163	77%
Total expenses	846,006	249,568	153,844	(95,724)	
Operating gains	5,065,197	2,254,692	2,347,439		
Transfers	(3,585,725)	-	(2,334,561)		
Increase in net position	1,479,472	2,254,692	12,877		
Net position at <i>beginning of the year</i>	2,050,722	3,530,194	3,530,194		
Net position at the <i>end of the period</i>	\$3,530,194	\$ 5,784,886	\$ 5,877,632		

Statements of Cash Flows

CITY OF ALAMEDA HEALTHCARE DISTRICT

	Actual YTD 6/30/2015	Actual YTD 11/30/2015	Budget YTD 11/30/2015
Increase in net position	\$1,479,472	\$ 2,254,692	\$ 12,877
Add Non Cash items			
Depreciation	455,541	152,034	-
Changes in operating assets and liabilities			
Grant and other receivables	(571)	(2,137,715)	-
Prepaid expenses and deposits	(88,075)	29,365	-
Accounts payable and accrued expenses	(111,939)	(5,652)	-
Net Cash provided(used) by operating activities	1,734,428	292,724	12,877
Cash flows from investing activities			
Acquisition of Property Plant and Equipment	(14,481)	(0)	(1,042)
Changes in assets limited to use	68,517	(28,874)	-
Net Cash used in investing activities	54,037	(28,874)	(1,042)
Cash flows from financing activities			
Principal payments on debt borrowings	(1,525,806)	(10,998)	(11,835)
Net cash used by financing activities	(1,525,806)	(10,998)	(11,835)
Net change in cash and cash equivalents	262,658	252,852	(0)
Cash at the beginning of the year	30,136	292,794	292,794
Cash at the end of the period	\$ 292,794	\$ 545,646	\$ 292,794

CITY OF ALAMEDA
HEALTH CARE DISTRICT
BYLAWS

Adopted November, 2003

Amended July, 2004

Amended August, 2014

Amended January 18, 2016

**CITY OF ALAMEDA HEALTH CARE DISTRICT
BYLAWS**

ARTICLE I

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NAME & ADDRESS, AUTHORITY, PURPOSE & SCOPE

Section 1. Name & Address

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A. The name of this District shall be the "City of Alameda Health Care District."

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B. The principal office for the transaction of business of the District is 2070 Clinton Avenue, Alameda, Alameda County, California.

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C. These Bylaws shall be known as the "District Bylaws."

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D. The City of Alameda Health Care District may be referred to as "the District" in these Bylaws.

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Section 2. Authority

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A. On April 9, 2002, registered voters in the City of Alameda, by greater than two-thirds vote, created the City of Alameda Health Care District. The measure was authorized for vote by both Title 5, Division 3 of the Government Code, hereinafter described as the Cortese-Knox-Hertzberg Local Government Reorganization Act, and by the Alameda County Local Agency Formation Commission in accordance with the provisions of Division 23 of the Health and Safety Code, hereinafter described as the Local Health Care District Law.

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B. The District was organized on July 1, 2002 and has operated under the authority of the Local Health Care District Law since that date.

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C. To facilitate the preservation of Alameda Hospital as a health care resource in Alameda County, the District and the Alameda Health System ("AHS") entered into a Joint Powers Agreement ("JPA") on November 26, 2013, pursuant to which they agreed, by the joint exercise of their common statutory powers, to operate health care facilities in the District and, effective May 1, 2014, to provide for the continuing operation of Alameda Hospital through the delegation to AHS of the possession and control, and the ongoing operation, management and oversight, of Alameda Hospital, which included, among other things, responsibilities for licensure, governance, operation, administration, financial management and maintenance (including, but not limited to, compliance with ongoing regulatory and seismic requirements to the extent set forth therein) of Alameda Hospital, all for the benefit of the communities that both parties serve.

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~~C.D.~~ These Bylaws are adopted in conformance with and subject to the provisions of the Local Health Care District Law. In the event of a conflict between these Bylaws and the Local Health Care District Law, the latter shall prevail.

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Section 3. PurposeMission & Scope

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A. The City of Alameda Healthcare District's Mission is:

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• Oversee the maintenance and operation of, a District-owned hospital and other District-owned health care facilities.

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• Collect, disburse, review and educate the community on the use of parcel taxes collected under the authority of the District.

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• To be a leader for the health and well-being of the residents of and visitors to the District.

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• And, to do any and all other acts and things necessary to carry out the provisions of the Health Care District Bylaws and the Local Health Care District Law.

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~~The purpose of this District is to maintain and operate, or support the maintenance and operation of, a hospital and other health care facilities within the boundary of the City of Alameda Health Care District to serve the residents of the City of Alameda and the City's visitors, to establish, operate or maintain any necessary medical services ancillary to the effective functioning of such health care facilities the Hospital, , and to do any and all other acts and things necessary to carry out the provisions of these Bylaws and the Local Health Care District Law.~~

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~~A.B.~~ Title to Property. The title to all property of the District shall be vested in the District, and the signature of the President authorized at any meeting of the Board of Directors shall constitute the proper authority for the acquisition or sale of property, or for the investment or other disposal of funds which are subject to the control of the District.

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ARTICLE II

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BOARD OF DIRECTORS

Section 1. Eligibility, Number of Directors

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The Board of Directors shall have five (5) members each of whom shall reside in the District and shall be registered to vote in the District.

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Section 2. Election

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A. An election shall be held on the first Tuesday after the first Monday in November in each even-numbered year except during the first year of the District's organization.

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B. The election of the Board of Directors shall be conducted as provided in the Local Health Care District Law, the Uniform District Election Law and the Elections Code, as applicable.

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Section 3. Powers

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A. The Board of Directors shall have all of the powers given to it by the Local Health Care District Law.

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B. These Bylaws shall prevail in the event of conflict with any Constitution, Bylaws, Rules or Regulations of any District controlled facility or organization.

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C. The Board of Directors shall have control of and be responsible for the management of all operations and affairs of this District and its facilities according to the best interests of the public health. Effective May 1, 2014, pursuant to the terms of the JPA, the District turned over the license and day-to-day operations of Alameda Hospital to AHS. Nevertheless, should Whenever the District once again becomeis the licensed operator of any health care facilities, it shall make and enforce all rules and regulations necessary for the proper administration, governance, protection and maintenance of any such hospitals and other health care facilities that may be under its jurisdiction.

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D. The members of the Board of Directors shall not exercise the authority of the District unless they are acting in their official capacity as members of the Board of Directors during Board of Director meetings, or meetings of authorized committees of the Board of Directors.

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E. The Board of Directors shall ensure that, whenever the District is the licensed operator of health care facilities, the physicians and surgeons, including osteopathic physicians, and podiatrists, and dentists, and other persons granted privileges at District facilities (the "Medical Staff") are organized into one integrated self-governing Medical Staff under the Medical Staff Bylaws approved by the Board of Directors.

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F. The Board of Directors may employ any officers or employees, including legal counsel, the Board of Directors deems necessary to properly carry on the business of the District. The Board of Directors shall determine membership on the Medical Staff, as well as approve the Bylaws for the self-governance of an organized Medical Staff, as provided in Article VI of these District Bylaws The Board of Directors will approve Medical Staff Bylaws, Rules and Regulations, Policies and Procedures, and other guidelines, which address the obligations and duties of the Medical Staff, regarding the provision, evaluation, and review of professional care within theany Hhospital, orand within other health care facilities operated by the District.

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Section 4. Compensation

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Notwithstanding their ability to pay themselves for attendance at Board meetings, as provided in Section 321036 of the California Health and Safety Code, the members of the Board of Directors shall, unless the Board resolves to do otherwise, serve without

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compensation; but in any event each Director shall be allowed to seek reimbursement for actual and necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board of Directors.

Section 5. Employment Restriction

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No member of the Board of Directors can be hired by the District in the capacity of an employee, an independent contractor, or otherwise, for one year after the Board member has ceased to be a member of the Board of Directors. This prohibition shall not apply to any member who, at the inception of his/her term of office, was an employee or independent contractor of the District and terminated such employment or independent contractor status upon the commencement of his/her term. In accordance with Section 53227 of the California Government Code, no member of the District Board of Directors may be an employee of the District during the Director's term of office.

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Section 6. Vacancies

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Any vacancy upon the Board of Directors may be filled by appointment by the remaining members of the Board of Directors, for such term and under such conditions as may be specified by law, in accordance with Government Code Section 1780.

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Section 7. Meetings

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A. The regular meetings of the Board of Directors of the District shall be held at such time and place as are established by the Board of Directors.

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B. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors and shall be noticed in accordance with Article II.8.C below. The Board of Directors may not consider any business not stated in the agenda for the special meeting.

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C. All of the sessions of the Board of Directors, whether regular or special, shall be conducted in accordance with the Local Health Care District Law and Title 5, Division 2, Chapter 9 of the California Government Code hereinafter referred to as the "Brown Act."

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D. A quorum for conducting all matters before the Board of Directors shall be three (3) Directors.

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E. No vote by the Board of Directors, whether preliminary or final, may be taken by secret ballot.

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Section 8. Notice

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A. The Secretary, or the Secretary's designee, shall post an agenda containing a brief, general description of each item of business to be transacted or discussed at a meeting of the Board of Directors in a visible location that is freely

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accessible to the public, at least 72 hours in advance of any regular meeting of the Board of Directors. The agenda will also include the time and place of the meeting.

B. To the extent that the District maintains a public website, the Secretary, or the Secretary's designee, shall endeavor to electronically post an agenda on said website prior to the date of the meeting.

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C. In the event that the Board of Directors calls a special meeting, the Secretary shall post the agenda, except that the agenda shall be posted at least 24 hours in advance. In addition, the Secretary shall deliver written notice to each member of the Board, and to each local newspaper of general circulation, at least 24 hours in advance of the time of the meeting as specified in the notice.

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D. The President of the Board, in consultation with the GEOED of the District, shall determine the agenda, provided that any two Board members may specify that an item be on the agenda.

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E. The requirements of this section shall not apply where the Board of Directors declares an emergency situation or other exception in accordance with California Government Code Sections 54954.2 or 54956.5.

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ARTICLE III

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OFFICERS

Section 1. Officers

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A. The officers of this District shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, AHS Liaison, Community Health Liaison, Alameda Hospital Liaison, and such other officers as the Board of Directors shall determine are necessary and appropriate.

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B. Any Director may hold two offices if a majority of the Board elects that Director to both of those positions. However, the President, First Vice-President, and Second Vice-President positions must be held by three different people.

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~~B.C. All officer positions. The offices of President, First Vice-President, Second Vice-President and Secretary shall be filled by election from the membership of the Board of Directors. The office of Treasurer may or may not be filled by a member of the Board of Directors.~~

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~~C.D.~~ Each officer shall be elected upon receiving a majority vote with each member of the Board of Directors having one vote. In the event that there is no majority for a single office, the candidate with the fewest votes shall be eliminated from candidacy and a runoff election with the remaining candidates shall take place. In the event that more than two candidates have an equal number of votes, the office shall be selected by random lot.

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~~D.E.~~ Officers shall be elected at such regular Board meeting as is specified by the Board.

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F. Officers shall hold their office for terms of one (1) year or until such time as a successor is elected. An officer may be removed from office by a majority of the Board of Directors at any time. Officers may serve consecutive terms.

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G. Officers will report to the full District Board on any significant developments involving District staff, community outreach involving the District, or interactions with the Alameda Health System Board or senior staff.

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~~E.~~

Section 2. President

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A. The President shall perform the following duties:

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1. Preside over the meetings of the Board of Directors;

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2. Sign and execute (jointly with the Secretary where appropriate), in the name of the District, all contracts and conveyances and all other instruments in writing that have been authorized by the Board of Directors;

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3. Subject to any duly-adopted Policy of the Board regarding the signing of checks, exercise the power to co-sign, with the Secretary checks drawn on the funds of the District whenever:

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a. There is no person authorized by resolution of the Board of Directors to sign checks on behalf of the District regarding a particular matter; or

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b. It is appropriate or necessary for the President and Secretary to sign a check drawn on District funds.

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4. Have, subject to the advice and publicly approved decisions/control of the Board of Directors, general responsibility for the affairs of the District, ~~and~~

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5. Provide to the District's Executive Director with general supervisory input during the year, in accordance with publicly approved decisions of the Board of Directors and/or consultation with a duly appointed District liaison. This supervision shall include attention to significant employment activities such as performance appraisals, disciplinary activities, and salary and benefits negotiations.

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~~4-6.~~ g Generally discharge all other duties that shall be required of the President by the Bylaws of the District.

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B. If at any time, the President is unable to act as President, the Vice Presidents, in the order hereinafter set forth, shall take the President's place and perform the President's duties; and if the Vice Presidents are also unable to act, the

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Board may appoint someone else to do so, in whom shall be vested, temporarily, all the functions and duties of the office of the President.

Section 3. Vice-Presidents

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A. In the absence of the President or given the inability of the President to serve, the First Vice-President, or in the First Vice-President's absence, the Second Vice-President, shall perform the duties of the President.

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B. Perform such reasonable duties as may be required by the members of the Board of Directors or by the President.

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Section 4. Secretary

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The Secretary shall have the following duties:

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A. To act as Secretary of the District and the Board of Directors.

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B. To be responsible for the proper keeping of the records of all actions, proceedings, and minutes of meetings of the Board of Directors.

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C. To be responsible for the proper recording, and maintaining in a special book or file for such purpose, all ordinances and resolutions of the Board of Directors (other than amendments to these Bylaws) pertaining to policy or administrative matters of the District and its facilities.

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D. To serve, or cause to be served, all notices required either by law or these Bylaws, and in the event of the Secretary's absence, inability, refusal or neglect to do so, such notices may be served by any person so directed by the President or Board of Directors.

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E. To have custody of the seal of this District and the obligation to use it under the direction of the Board of Directors.

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F. To perform such other duties as pertain to the Secretary's office and as are prescribed by the Board of Directors.

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Section 5. Treasurer

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A. The Board of Directors shall establish its own treasury and shall appoint a Treasurer charged with the safekeeping and disbursement of the funds in the treasury.

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~~B. The Board of Directors shall fix the amount of bond to be given by the Treasurer and shall provide for the payment of the premium therefor.~~

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~~C. The Treasurer, who may or may not be a member of the Board of Directors, shall be selected by the Board of Directors based upon his or her competence, skill, and expertise.~~

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~~D.B.~~ The Treasurer shall be responsible for the general oversight of the financial affairs of the District, including, but not limited to oversight of the receiving and depositing of all funds accruing to the District, coordinating and overseeing the proper levy and collection of the District's annual parcel tax, performance of all duties incident to the office of Treasurer and such other duties as may be delegated or assigned to him or her by the Board of Directors, provided, however, that the Chief Financial Officer of the District staff shall implement, and carry out the day to day aspects of the District's financial affairs.

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~~E.C.~~ The Treasurer shall maintain active and regular contact with the administrative Distirct staff for the purpose of obtaining that information necessary to carry out his or her duties.

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Section 6. Alameda Health System (AHS) Liaison

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~~F.A.~~ As authorized by section 3.1 of the Joint Powers Agreement entered into by Alameda Health System (AHS) and the City of Alameda Health Care District, the District may nominate one designee to serve as a voting member of the AHS Board of directors.

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~~B.~~ Upon approval of the nomination by the County Board of Supervisors, the appointee will be a voting member of the AHS Board of Directors, and shall be the District's AHS Liaison, serving as the primary conduit of information between the Board of AHS and the Board of the District.

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~~C.~~ The AHS Liaison shall consistently attend meetings of the Boards of both AHS and the District, and keep each Board informed of decisions or other developments that are relevant to the other Board and their key staff. However, the AHS Liaison shall not disclose to either Board any information that has been discussed within closed session of one of the Boards, or information that is otherwise subject to confidentiality protection.

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~~D.~~ The AHS Liaison shall always act in the best interests of the District, and will notify the District Board if there is a situation known to be or likely to become a conflict between the AHS Liaison's loyalties to the District and to the AHS Board or other health-related entity.

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Section 7. Community Health Liaison

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~~A.~~ The Community Health Liaison shall be a major conduit of information between the Board and its staff in matters involving community health assessment and improvement activities.

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~~B.~~ The Community Health Liaison will regularly meet with District staff and other community leaders or groups to accomplish the mission of the District.

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Section 8. Alameda Hospital Liaison

A. The Alameda Hospital Liaison shall be a major conduit of information between the Board and its staff in matters involving the operation, programs, services and quality of care under the auspices of Alameda Hospital.

B. The Alameda Hospital Liaison will have regular dialogue with District staff and with the Alameda Hospital Chief Administrative Officer, and will keep the Board informed of decisions or other developments that are relevant to accomplishing the mission of the District.

G.

ARTICLE IV

CHIEF EXECUTIVE DIRECTOR OFFICER

Section 1. Selection

~~A. The Board of Directors may select and employ an administrator who shall hereinafter and hereafter be known as the "Chief Executive Officer" or "CEO."~~

~~B. Any contract entered into by and between the District and the Chief Executive Officer shall not provide for more than 18 months of severance pay upon termination, regardless of cause.~~

C. The Board of Directors shall may select, employ and give the necessary authority to, a competent Chief Executive Director Officer ("Executive Director" or "ED") who shall be responsible for overseeing and directing the day-to-day management and operation of the District. In performing this task, the CEOED shall be held responsible for the administration of the District in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action.

Section 2. Authority and Duties

The authority and duties of the Chief Executive Director Officer, or if none, the President, shall be:

A. To act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person.

B. To develop a plan for organizing the personnel and other operational staff of the District and to establish procedures for the internal operation of the District, each of which will be submitted to the Board of Directors for approval,

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C. To prepare an annual budget showing the expected receipts and expenditures, as required by the Board of Directors.

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D. To select, employ, ~~supervise~~control and discharge all employees as are necessary for carrying on the normal functions of the District and its ~~health care facilities~~hospitals, if any. Notwithstanding the above, all employees of the District ultimately serve at the pleasure of the Board of Directors.

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~~E. To oversee all physical property of the District and to ensure that it is kept in good repair and operating condition.~~

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~~F.E. To supervise all business affairs, such as records of financial transactions, the collection of accounts, and the purchase and issuance of supplies.~~

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~~G.F. To ensure that all funds are collected and expended to the District's best possible advantage while acknowledging and abiding by all legal and contractual obligations undertaken by the District.~~

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~~H.G. To promote exercise such professional ability and judgment so as to promote the highest level of health care and a high level of cooperation with the Chief Administrative Officer of Alameda Hospital and other Alameda Health System leaders whose responsibilities affect the delivery of health care and health-related services and the maintenance and operation of related facilities within the District among all District staff providing professional services to benefit both the public and the District.~~

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~~H.H. To submit reports reviewing the professional services and financial activities of the District periodically to the Board of Directors or its authorized committees.~~

~~H.I. To prepare and submit any special reports requested by the Board of Directors or its authorized committees in accordance with their instructions.~~

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~~J. To provide staff support for the Board and its committees necessary to complete their missions.~~

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K. To attend all meetings of the Board of Directors.

~~L. To attend the meetings of any committee the Board of Directors determines requires the GEOED's regular attendance.~~

~~L. M. To work with Board members, as appropriate, to liaise with other public agencies and elected officials. Working with legal counsel and other information resources, to help the District stay in compliance with the Local Health Care District Law and the Ralph M. Brown Act.~~

~~M. N. To assist the District Board in staying informed about the changing realities of the health care financing, delivery, and quality of care assessment environment in which the District and its health facilities operate.~~

~~N.M.~~ To perform any other duties that may be necessary in the best interest of the District.

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~~O. To serve ex officio as a member of the Medical Executive Committee and the Joint Conference Committee, or comparable committees, or to name a delegate to serve in his or her stead.~~

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~~P. To grant temporary privileges and impose and/or modify summary restrictions or suspensions in accordance with the procedures set forth in the Medical Staff Bylaws, and to carry out any other responsibilities described in the Medical Staff Bylaws as appropriate for the CEO.~~

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**ARTICLE V
COMMITTEES**

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Section 1. Committees Generally

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A. The Board of Directors may, by resolution, establish one or more committees and delegate to such committees any aspect of the authority of the Board of Directors. Membership and chairmanship of such committees shall be appointed by the Board. The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

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B. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of members present at which a quorum is present shall be the act of the committee.

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C. Unless the Board of Directors or the committee shall otherwise provide, the regular and special meetings and other actions of any Committee shall be governed by the same requirements set forth in Article II, Sections 7 and 8 applicable to meetings and actions of the Board of Directors.

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D. Each committee shall keep ~~written records of its proceedings and regularly minutes of its proceedings and shall~~ report ~~the same its activities~~ to the Board of Directors as required by the Board of Directors.

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**ARTICLE VI
MEDICAL STAFF**

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~~(If the District is the licensed operator of
one or more Health Care Facilities)~~

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Section 1. Organization and Bylaws

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A. The Medical Staff shall organize itself and adopt bylaws (the "Medical Staff Bylaws") consistent with the District Bylaws, for the purpose of discharging its obligation under applicable laws and regulations, and for the purpose of governing itself with respect to the professional services provided in the facilities of the District. The Medical Staff Bylaws shall provide for appropriate officers and clinical organization.

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B. The Medical Staff Bylaws shall describe the credentialing process by which eligibility for Medical Staff membership and privileges shall be determined, including criteria for the grant of membership and privileges that are consistent with the District Bylaws.

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C. The Medical Staff Bylaws shall provide that the Medical Staff, or a committee or committees thereof, shall assess the credentials and qualifications of all applicants for initial Medical Staff membership, for reappointment to the Medical Staff, and for privileges, and shall submit to the Board of Directors recommendations thereon, and shall provide for reappointment no less frequently than biennially.

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D. The Medical Staff shall also adopt Rules and Regulations, consistent with the Medical Staff Bylaws, providing for the conduct of the organizational activities of the Medical Staff.

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E. The Medical Staff Bylaws, and the Medical Staff Rules and Regulations, shall be subject to approval of the Board of Directors, and any proposed amendment thereto shall be effective only upon approval by the Board of Directors, which approval shall not be unreasonably withheld.

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Section 2. Conflicts With Medical Staff Bylaws

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The Joint Commission on Accreditation of Healthcare Organizations prohibits inconsistencies between the District Bylaws and the Medical Staff Bylaws. Inconsistencies, if any, between the District and the Medical Staff Bylaws will be resolved in accordance with applicable procedures in the Medical Staff Bylaws.

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Section 3. Nature of Medical Staff Membership

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Medical Staff membership is a privilege, and not a right, that shall be granted only to professionally qualified practitioners who clearly and continuously meet the standards and requirements set forth herein and in the Bylaws of the Medical Staff.

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Section 4. Qualifications for Membership

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A. Only physicians and surgeons, dentists, and podiatrists who:

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1. Demonstrate and document their licensure, education, training, experience, current professional competence, character, ethics, and physical and mental health status so as to establish to the satisfaction of the Medical Staff and the

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Board of Directors that they are qualified, and that any patients treated by them within the facilities of the District will be provided quality medical care meeting the standards of the Medical Staff and the District; and

2. Demonstrate that they adhere to the ethics of their respective professions and that they are able to practice collegially and cooperatively with others so as to contribute to the quality of medical care, and so as not to adversely affect Hospital any District health care facility and/or District operations; and

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3. Confirm that they have secured that level of professional liability coverage as may be required by the District; and

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4. Establish that they are willing to participate in and effectively discharge those professional responsibilities set forth in these Bylaws and in the Medical Staff Bylaws, shall be deemed to possess basic qualifications for membership on the Medical Staff.

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B. No practitioner shall be entitled to membership on the Medical Staff, or shall be granted any clinical privilege, solely by virtue of the fact that he or she is duly licensed to practice in this State or in any other state, or that he or she is a member of any professional organization, or that he or she was granted in the past, or enjoys in the present, such membership at another hospital.

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C. The decision to grant Medical Staff membership and privileges represents a recognition of the individual qualifications of the concerned practitioner, and does not in any way limit the power of the Board of Directors, in accord with the discretion conferred by the Local Health Care District Law or otherwise, to enter into any agreement with one or more qualified practitioners granting specific or exclusive responsibility for the provision of certain health care services to patients.

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Section 5. Appointment to Medical Staff

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All appointments and reappointments to the Medical Staff shall be made by the Board of Directors, in keeping with any pertinent standards promulgated by the Joint Commission on Accreditation of Healthcare Organizations. Final responsibility for appointment and for the grant of formal privileges, or the denial or termination thereof, shall rest with the Board of Directors.

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A. No applicant shall be denied Medical Staff membership and/or clinical privileges on the basis of sex, race, color, ethnic or national origin, religious affiliation, or sexual preference. No duly licensed physician or surgeon shall be excluded from Medical Staff membership based solely upon licensure by the Osteopathic Medical Board of California.

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B. Any completed, written application for appointment to the Medical Staff shall be considered by the Medical Staff in accord with the procedures described in the Medical Staff Bylaws, and any related Rules and Regulations or policies, and, upon completion of consideration by the Medical Staff, the Medical Staff shall make a report

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and recommendation regarding such application to the Board of Directors. This recommendation will also include a recommendation regarding the specific clinical privileges requested by the practitioner.

C. Subject to the provisions in the Medical Staff Bylaws and the District Bylaws regarding judicial review committee hearings and appellate reviews, upon receipt of the report and recommendation of the Medical Staff, the Board of Directors shall take action upon the application and shall cause notice of its actions to be provided to the applicant and to the Medical Staff within time frames that are consistent with the Medical Staff Bylaws. Whenever the Board of Directors does not concur in a favorable Medical Staff recommendation regarding the grant of Medical Staff membership or clinical privileges, the matter will be referred to the Joint Conference Committee, or comparable committee, for review before final action is taken by the Board of Directors.

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Section 6. Medical Staff Meetings and Medical Records

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A. The Bylaws of the Medical Staff shall provide for Medical Staff meetings that are held in accordance with the standards of the Joint Commission on Accreditation of Healthcare Organizations.

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B. Accurate, legible, and complete medical records shall be prepared and maintained for all patients, and shall be a basis for review and analysis of the care provided within the facilities of the District.

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C. For these purposes, medical records include, but are not limited to, identification data, personal and family history, history of present illness, physical examination, special examinations, professional or working diagnoses, treatment, gross and microscopic pathological findings, progress notes, final diagnosis, condition on discharge, and other matters as the Medical Staff shall determine.

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Section 7. Corrective Action

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A. If the Medical Executive Committee fails to investigate or take corrective action in accordance with Article VIII of the Medical Staff Bylaws, and the failure is contrary to the weight of the evidence, the Board of Directors may direct the Medical Executive Committee to initiate investigation or corrective action, but only after consultation with the Medical Executive Committee. If the Medical Executive Committee fails to take action in response to that Board of Directors direction, the Board of Directors may initiate action, but this corrective action (1) must comply with these Bylaws and with Articles VIII and IX of the Medical Staff Bylaws and (2) may only be taken after written notice of such action is provided to the Medical Executive Committee. The Board of Directors shall inform the Medical Executive Committee in writing of its action.

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Section 8. Precautionary Action

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A. If the President of the Medical Staff, members of the Medical Executive Committee and the Chairman of the Service Committee (or designee) in which the member holds privileges are not available to impose a precautionary restriction or suspension of a member's membership or clinical privileges, the Board of Directors (or designee) may immediately restrict or suspend a member's privileges if a failure to do so is likely to result in an imminent danger to the health of any patient, prospective patient, or other person, provided that the Board of Directors (or designee) made reasonable attempts to contact the President of the Medical Staff, members of the Medical Executive Committee and the Chairman of the Service Committee (or designee) before the restriction or suspension.

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B. Such restriction or suspension is subject to ratification by the Medical Executive Committee. If the Medical Executive Committee does not ratify the restriction or suspension within two (2) working days, excluding weekends and holidays, the precautionary restriction or suspension shall terminate automatically.

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Section 9. Action on Peer Review Matters

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A. In all peer review matters, the Board of Directors shall give great weight to the recommendations of the Medical Staff's committees, shall act exclusively in the interest of maintaining and enhancing patient care, and in no event, shall act in an arbitrary or capricious manner.

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Section 10. Medical Staff Hearings

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A. When the Board of Directors conducts a judicial review committee hearing under the Medical Staff Bylaws, the term "Medical Executive Committee" in Article IX of the Medical Staff Bylaws shall be deemed to refer to the Board of Directors in all cases when the Board of Directors or its authorized officers, directors or committees took the action or rendered the decision that resulted in a hearing being requested.

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Section 11. Appellate Review

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A. The Board of Directors shall provide for appellate review of any qualifying decision of a Medical Staff hearing committee according to the procedures set forth, in detail below. This appellate review may be conducted by either the Board of Directors or a committee or other designate thereof, and shall be conducted consistent with the requirements of California Business and Professions Code Section 809.4, or successor provisions.

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B. The appellate review process shall include the following:

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1. Time For Request for Appellate Review: Within thirty (30) days after receipt of the decision of the Medical Staff hearing committee, either the concerned practitioner, or the Medical Executive Committee or the Board of Directors, if applicable, may request an appellate review. A written request for that review shall be delivered to

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the President of the Medical Staff, the Chief Executive Officer, and to the other party in the hearing. If a request for appellate review is not presented within that period, the parties shall be deemed to have waived any rights to appellate review. The decision of the Board of Directors following a waiver shall constitute the final action of the District.

2. Grounds For Appellate Review: A written request for appellate review shall include a specification of the grounds for review as well as a concise statement of the arguments in support of the appeal. The permissible grounds for appeal from the Medical Staff hearing shall be: (1) substantial failure to comply with procedures required by Bylaws; (2) the decision was arbitrary and capricious; (3) the evidence introduced at the Medical Staff hearing committee did not support the committee's findings; (4) the Medical Staff hearing committee's findings did not support the committee's decision; (5) the decision was inconsistent with applicable law.

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3. Time, Place, and Notice: If an appellate review is to be conducted, the Board of Directors shall, within thirty (30) days after receipt of a qualifying request for appellate review, schedule the date and cause notice to be given to each party. The date for completion of the appellate review shall ordinarily not be more than sixty (60) days from the date of such receipt of that request, provided, however, that when a request for appellate review concerns a practitioner who is under a suspension or other corrective action which has already taken effect, the appellate review shall be held as soon as the arrangements may reasonably be made. The time for appellate review may be extended by the Board of Directors, or its Chair, or any designated appellate review committee or hearing officer, for good cause.

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4. Appellate Review Body: The Board of Directors may sit as the appellate review body, or it may appoint an appellate review committee composed of members of the Board of Directors, or it may designate an individual to serve as an appellate officer. Knowledge of the matter involved shall not preclude a member from serving as member of the appellate review body or the appellate officer, so long as that member or person did not take part in a prior hearing on the same matter. The appellate review body may also select an attorney at law to assist it in the proceeding, but that attorney shall not be entitled to vote with respect to the appeal.

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5. Appeal Procedure: The proceeding by the appellate review body shall be in the nature of an appellate review based upon the record of the hearing generated at the Medical Staff hearing, provided that the appellate review body may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Medical Staff hearing committee in the exercise of reasonable diligence, and subject to the same rights of cross-examination or confrontation provided at the Medical Staff hearing; or the appellate review body may remand the matter to the Medical Staff hearing committee for the taking of further evidence and for decision. The concerned practitioner and the Medical Executive Committee shall have the right to present a written statement in support of its position on appeal. During the appeal, each party or representative shall have the right to appear personally before the Board of Directors or the appellate review body, for the purpose of presenting oral argument, and responding to questions in accordance with

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procedures to be established by the Board of Directors or appellate review body. Each party shall have the right to be represented by legal counsel. The Board of Directors or the appellate review body shall determine the procedures to be observed during that meeting and may limit, or otherwise determine, the role of legal counsel. The appellate review body may then conduct, at a time convenient to itself, deliberations outside the presence of the appellant and respondent and their representatives. The appellate review body, if other than the Board of Directors, shall present to the Board of Directors its written recommendations as to whether the Board of Directors should affirm, modify, or reverse the Medical Staff hearing committee decision, or remand the matter to the Medical Staff hearing committee for further review and consideration.

6. Decision:

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a. Except as otherwise provided herein, within thirty (30) days after the conclusion of any appellate meeting, the Board of Directors shall render a decision in writing, including a statement of the basis for the decision, and shall transmit copies thereof to each side involved in the appeal within time frames that are consistent with the Medical Staff Bylaws. The Board of Directors' decision shall be final.

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b. The Board of Directors may affirm, modify, or reverse the decision of the Medical Staff hearing committee or remand the matter to that committee for reconsideration. If the matter is remanded to the Medical Staff hearing committee for further review and recommendation, that committee shall be requested to promptly conduct its review and issue any appropriate decision and report.

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c. Right To One Hearing: No member or applicant shall be entitled to more than one evidentiary hearing and one appellate review on any matter that shall have been the subject of adverse action or recommendation.

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ARTICLE VII
RULES OF CONDUCT

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Roberts Rules of Order, Revised Edition, shall control all parliamentary issues not addressed in these Bylaws or in applicable laws of the State of California.

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**ARTICLE VIII
REVIEW AND AMENDMENT OF BYLAWS**

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Section 1. The Board of Directors shall review these Bylaws in their entirety at least every two (2) years to ensure that they comply with all provisions of the Local Health Care District Law, and continue to meet the needs and serve the purposes of the District.

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Section 2. These Bylaws may be amended by affirmative vote of a majority of the members of the Board of Directors during any regular or special meeting of the Board of Directors, provided a full statement of such proposed amendment shall have been sent to each Board member not less than seven (7) days prior to the meeting.

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Section 3. Affirmative action may be taken to amend these Bylaws by unanimous vote of the entire Board membership at any regular or special meeting of the Board of Directors which is properly noticed under the Brown Act, in which event the provision for seven (7) days' notice shall not apply.

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ADOPTION OF BYLAWS

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Originally passed and adopted at a meeting of the Board of Directors of the City of Alameda Health Care District, duly held September 23, 2002, amended on October 14, 2002, -November 10, 2003, ~~and~~ July __, 2004, August 19, 2014, and January 18, 2016.

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CITY OF ALAMEDA HEALTH CARE DISTRICT

Date: January 18, 2016
To: City of Alameda Health Care District, Board of Directors
From: Kristen Thorson, District Clerk
Subject: Election of District Officers

The annual election of City of Alameda Health Care District Officers is scheduled to take place at the January 18, 2016 Board Meeting pending approval of the revisions to the bylaws.

Article III, Section 1., Officers of the District Bylaws provides for the election of District Officers. Officers shall hold their office for terms of one (1) year or until such time as a successor is elected. An officer may be removed from office by a majority of the Board of Directors at any time. Officers may serve consecutive terms.

The following is a list of the current officers:

Current Office	Board Member Name
President	Vacant ¹
1 st Vice President	Robert Deutsch, MD
2 nd Vice President	Tracy Jensen
Treasurer	Vacant ²
Secretary	Kathryn Sáenz Duke

¹ Vacant due to resignation of J. Michael McCormick from the Board on September 1, 2015

² Vacant due to the resignation from the Office of Treasurer by Jim Meyers, DrPH on December 23, 2015

Acting President, Robert Deutsch, MD will ask for nominations for each office beginning with President and proceed with discussion and voting for each office. The nominations, discussion and voting will continue in the following order outlined below.

Please note from the Bylaws: *“Each officer shall be elected upon receiving a majority vote with each member of the Board of Directors having one vote. In the event that there is no majority for a single office, the candidate with the fewest votes shall be eliminated from candidacy and a runoff election with the remaining candidates shall take place. In the event that more than two candidates have an equal number of votes, the office shall be selected by random lot.”*

There are eight (8) proposed offices and five (5) members of the Board of Directors.

Offices as Proposed in Draft Bylaws of 01/11/16 ¹
President
1 st Vice President
2 nd Vice President
Secretary
Treasurer
Alameda Health System Liaison
Community Health Liaison
Alameda Hospital Liaison

¹Pending approval of Bylaws at the January 18, 2016 Board of Director Meeting

CITY OF ALAMEDA HEALTH CARE DISTRICT

Date: January 18, 2016
To: City of Alameda Health Care District, Board of Directors
From: Kathryn Sáenz Duke, Secretary
Kristen Thorson, District Clerk
Subject: Review of November 9, 2015 Minutes

We are presenting the November 9, 2015 Open Session minutes in a revised format and welcome feedback by January 22, 2016 so that formal acceptance can occur at the February 1, 2016 meeting.

The Secretary of the Board and the District Clerk have been working together to revise the minutes to reflect a more traditional style minutes (documentation of action taken).

Record of the meeting and specific comments during the meeting are always available through the meeting videos, posted on alamedaahs.org. These videos are also hosted on Vimeo and are stored and backed-up on an AHS secure server.

CITY OF ALAMEDA HEALTH CARE
DISTRICT

Minutes of the City of Alameda Health Care District Board of Directors
Open Session
Monday, November 9, 2015 Regular Meeting

Board Members Present		Legal Counsel Present	Excused
Robert Deutsch, MD Tracy Jensen Jim Meyers, DrPH	Kathryn Sáenz Duke Michael Williams	Thomas Driscoll, Esq.	N/A
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.	
IV. Regular Agenda		
A. Swearing-In Oath of Office of Appointed District Board Member – Michael Williams		Michael Williams read the Oath of Office, was sworn into office and was seated with the Board of Directors.
B. Special Presentations		
1) Adoption of Resolution 2015-4: Special recognition of J. Michael McCormick Director Deutsch read the Resolution that recognized J. Michael McCormick for his service with the District Board of Directors, Alameda Hospital and the community of Alameda.		The Board did not formally adopt the resolution. It will take formal action at its next meeting.
2) Petaluma Health Care District (PHCD) In response to an earlier invitation from the District Board, PHCD Board President Elece Hemple, and Chief Executive Officer Ramona Faith, presented an overview of the Petaluma Health Care District’s structure and activities. It is an award-winning, community based healthcare district that convenes an 80 member advisory group, and works closely with the hospital it owns but has not managed for the past 18 years. Several members of the board and the public engaged in Q-A with the presenters after their prepared remarks. Copies of the presentation are available online with the Board packet or from the District Clerk.		No action taken

Topic	Discussion	Action / Follow-Up
C. Consent Agenda	<p>Director Jensen noted that on page 29 of the packet and the August 3, 2015 Minutes, fourth paragraph under 2) <i>Discussion on Next Steps for Recruitment of Support Personnel for District Operations</i>, there was an incomplete sentence. The Board agreed to strike that sentence from the minutes. The Clerk will make that correction for the record.</p>	<p>Director Jensen moved and Director Sáenz Duke seconded to accept the consent agenda, with the one revision suggested for August 3 minutes. The motion carried with two abstentions (Meyers and Williams)..</p>
	1) Acceptance of August 3, 2015 Minutes	
	2) Acceptance of September 14, 2015 Minutes	
	3) Acceptance of October 7, 2015 Minutes	
	4) Acceptance of October 26, 2015 Minutes	
D. Action Items		
	<p>1) Nomination and Appointment of Two District Representatives to the City of Alameda / City of Alameda Health Care District (CAHCD) Liaison Committee</p> <p>Director Deutsch referred to memo on page 31 of the board packet and the Board discussed the process for nominating. There was discussion about the process and timing of the appointment prior to Election of Officers.</p>	<p>Director Jensen moved and Director Meyers seconded to appoint two representatives to the CAHCD Liaison committee with the City of Alameda, and that one of those representatives be the President and the other be appointed during the annual election of Officers. Motion approved unanimously.</p>
	<p>2) Acceptance of the September 30, 2015 Financial Statements</p> <p>Director Deutsch and Ms. Thorson presented the financial statements, noting that the financials are accrual based per the recommendation of accounting consultants. There was a variance in utilities due to a budgeting error.</p> <p>The Board requested a brief summary as part of the next set of financials to explain variances such as this.</p>	<p>Director Jensen moved and Director Sáenz Duke seconded to accept the Financial Statements. The motion carried with two abstentions (Meyers, Williams).</p>
	<p>3) Acceptance of the Vision 2015 Report and Recommendations</p> <p>Director Deutsch requested that the report be given and then any specific action on any recommendations be considered individually by the Board. Director Meyers and Director Sáenz Duke presented pages 36-72 of the Board packet and their Vision 2015 final report.</p> <p>After some general discussion about how to best to proceed, Mr. Driscoll advised that the Board</p>	<p>After discussion involving all directors, Director Williams moved and Director Sáenz Duke seconded to adopt the Vision 2015 Report's mission statement by revising bullets #2 and #4 on page 50 of the packet as</p>

Topic	Discussion	Action / Follow-Up
	<p>could accept the report as a whole, or take separate actions on the following items,</p> <p>1) mission statement, 2) proposed bylaws (to be reviewed at next meeting), 3) Executive Director job description, 4) District Clerk/Administrative Associate job description and 5) Lead agent for Community Health.</p> <p>Director Meyers had a question regarding a one week public notice requirement for revising By Laws. It was agreed to have the Board's Counsel review the Vision 2015 report's suggested By Laws changes and make any revisions or corrections he deemed appropriate, then post that text at least one week prior to the next board meeting. Director Deutsch recommended that an additional liaison position be added to the By Laws: Alameda Hospital Liaison. This position would focus on issues relating to quality of care at Alameda Hospital. He also asked if any of the other Board members had suggested additions, revisions, or deletions to the current bylaws; no others were offered at that time.</p> <p>It was agreed to postpone any further discussion of by laws revisions until the next board meeting.</p>	<p>follows:</p> <ul style="list-style-type: none"> • “Collect, disburse, review and oversee educate the community on use of parcel taxes collected under the authority of the District.” • “And, to do any and all other acts and things necessary to carry out the provision of the Bylaws and the Local Health Care District Law.” <p>Director Meyers moved and Director Sáenz Duke seconded to accept the process as written on pages 53-54 with the provision that any expenditure of funds or engagement of executive search firm for hiring an Executive Director and District Clerk/ Associate Assistant would require an action made by the Board in open session.</p> <p>The motion carried with 4-1 (Jensen).</p> <p>Director Jensen moved and Director Williams seconded to accept the Vision 2015 Final Report with no further action on any further recommendations in the report. Motion approved unanimously.</p>
<p>At 7:52 p.m. Director Meyers left the meeting due to a family emergency.</p>		
<p>E. Alameda Health System and Alameda Hospital Update</p>		
	<p>1) Alameda Health System Board of Trustees Report</p> <p>Director Jensen reported that the AHS Trustees and Executive Team have met with the County Board of Supervisors to discuss common goals, history, and communication</p>	<p>No action taken.</p>

Topic	Discussion	Action / Follow-Up
2)	Chief Administrative Officer Report	
	<p>a. Alameda Hospital Seismic Update</p> <p>Bobby Smith, AHS Construction Project Manager presented an update on the Seismic status for Alameda Hospital. Refer to pages 73-78 in the Board packet for presentation.</p>	No action taken.
	<p>b. Alameda Hospital Update</p> <p>i. Follow-Up on Request for Additional Information on Support Services Allocation Methodology</p> <p>David Cox, CFO had to leave the meeting. The discussion on the Request for Additional Information on Support Services Allocation Methodology will be deferred to a future meeting.</p> <p>Ms. Panlasigui reported on her recent presentation to the Alameda Chamber of Commerce Government Relations and Economic Development Committee. She summarized some recent uses of parcel tax revenues at Alameda Hospital, such capital projects, and purchase of equipment such as the new ICU and telemetry beds. She also announced that non-represented employees at Alameda Hospital are receiving a 5% wage increase (restoring a rollback from many years ago) and also a merit-based increase of 1%-5%.</p>	No action taken.
F.	District Updates and Operational Updates	
1)	<p>President's Report</p> <p>a. January 2015 Agenda Preview (Date TBD)</p> <ol style="list-style-type: none"> 1. Election of Officers, including Review of Bylaws Section, Officer Roles and Responsibilities 2. Brown Act Education 3. Board Communication (Verbal/Written) 	No action taken.
2)	Discussion on Timing for Joint District /Hospital Presentation to Alameda City Council, Including Presenter(s)	No action taken.
3)	<p>Alameda County Special District Association Follow-Up</p> <p>Ms. Thorson referred to page 79 in the Board packet. Ms. Thorson noted that she will attend the meetings as the representative from the District and the Board of Directors will attend as their schedules permit. Ms. Thorson will provide updates to the Board on a regular basis.</p>	No action taken.
III.	General Public Comments	None

Topic	Discussion	Action / Follow-Up
IV. Board Comments		None
V. Adjournment	Being no further business the meeting was adjourned at 8:10 p.m.	

Attest:

Robert Deutsch, MD
1st Vice President
Acting President

Kathryn Sáenz Duke
Secretary

DRAFT

CITY OF ALAMEDA HEALTH CARE DISTRICT

Date: January 18, 2016
To: City of Alameda Health Care District, Board of Directors
From: Kristen Thorson, District Clerk
Subject: Discussion of Board Communication (Written/Verbal)

The District Board has requested a discussion item at the January 18, 2016 Board meeting to discuss written and verbal communication amongst the board and with staff.

District Director and Alameda Health System Trustee Tracy Jensen has provided the attached a document for reference and to use as a starting point for discussions at the January 18, 2016 Board meeting.

This document has been distributed to the Alameda Health System Board of Trustees to address better communications and processes amongst the board and staff and could be adopted in some form for the City of Alameda Health Care District Board of Directors.



Agreements for Better Communications and Processes
(Presented For purposes of discussion and agreement)

Prevailing Premise: Effective organizational communication creates trust and supports business objectives.

1. Trustee responsibility includes overseeing effective operations in order to ensure accountability and effective delivery of care. The Board is the entity that is responsible for compliance with laws and policies. The Board must always act in a manner that supports the organizational mission and meets the needs of patients while ensuring the organization's sustainability.
2. Individual Trustees have limited power. The source of trustee power comes from the Board as a whole (the majority); the same principle applies to trustee authority within committees. To ensure accountability and eliminate duplication, requests to staff for specific future action, reports etc., must come through formal consensus of the majority or formal motion. Staff responding to "individual" requests for data or documents can be accommodated only if the work required is limited and the information is readily available.
3. Trustees are expected to come to meetings prepared to participate and act if necessary. A Trustee who has a question about an agenda item should seek clarification with the appropriate staff prior to the Board meeting. When concerns remain after staff input, the trustee should advise the chair and staff that he/she may raise the issue in the public meeting.
4. If one Board member requests information about an issue that may be of concern to other board members, the CEO or staff will provide a timely response, sharing the query and the analysis with all members of the board. The Clerk of the Board

Agreements for Better Communication - 2

is the “gatekeeper” for all communications; thus, she should be informed of communications going to and from the Board from staff or other agencies.

5. It is the responsibility of individual trustees to notify Clerk of the Board in the event of an anticipated absence at a meeting or scheduled event.
6. By June of 2016, every Board member should have visited/toured at least 90%, if not all, the sites which formally fall with the AHS system.
7. Meetings dates for standing committees and Board Meetings, once set, should not be moved unless extreme emergency. Should such emergency occur, changes go to the Clerk of the Board who distributes to all Trustees.
8. It will be the responsibility of the Board Chair to conduct a time efficient and effective public meeting where respectful discourse can occur without personal attack and disrespect.
9. All items from staff to be included on/in Board agenda or packet must be in the hands of the clerk and submitted by the specified time or they cannot be included. Addendums should not be posted after formal agenda is posted.
10. Service and program changes that may be expected to have a patient and/or staff impact should always be brought to the board for review and approval. Service expansions, additions and reductions, and new or revised provider contracts should also be vetted with the board of trustees.
11. Staff should always provide the most timely information in the initial agenda packet and avoid supplemental materials distributed at the meeting whenever possible. When updated materials are necessary due to changing environmental conditions staff should include narrative explaining any changes from original documents.

Agreements for Better Communication - 3

12. A Board tracking system and action calendar will be developed and will become a formal part of each Board agenda.
13. A common template for all information supporting agenda items will be consistently used. A template for “committee reports” should also follow a common format so all reports have same or similar elements. Reports for action by trustees should always include certain details as determined by the board depending on environmental conditions. Such considerations should include financial impact, safety, staffing and alternative options.
14. Committee reports should be drafted by the committee chair or other trustee committee member with input from staff. Written committee reports will appear in the agenda packet under committee reports.
15. The AHS CEO should identify which staff have permission to contact trustees directly regarding AHS business. Staff should go through CEO before contacting individual BOT members; and notify CEO after communication.
16. Timeline / tracking system for significant Board reports should be developed so public and Board knows when to expect such report. Committee work plans and timelines should be driven by Board Meeting timelines and dates, not the reverse.
17. The CEO must commit to and produce weekly updates highlighting issues and progress throughout the system.
18. Staff working with AC Supervisors should immediately report contacts to CEO and Trustees (Friday updates good place for inclusion). Communications between AHS and Alameda County staff is welcomed, and staff should ensure that significant requests for information from the Board of Supervisors is always approved by the Board or, in some cases the Board Chair, before submission to supervisors. The information sharing is critical whenever staff is responding to requests from the BOS Health Committee.