

CITY OF ALAMEDA HEALTH CARE
DISTRICT

Minutes of the City of Alameda Health Care District Board of Directors
Open Session
Monday, December 13, 2016 Meeting

Board Members Present		Legal Counsel Present	Excused / Absent
Robert Deutsch, MD Tracy Jensen	Jim Meyers, DrPH Kathryn Sáenz Duke	Thomas Driscoll, Esq.	Michael Williams
Submitted by: Kristen Thorson, District Clerk			

Topic	Discussion	Action / Follow-Up
I. Oath of Office	Kathryn Sáenz Duke recited her oath office and was sworn in to office.	
II. Call to Order	The meeting was called to order at 5:40 p.m.	
III. Roll Call	Kristen Thorson called roll, noting a quorum of Directors was present with Director Williams being absent from the meeting.	
IV. General Public Comments	None	
V. Regular Agenda		
A. Community Health, Safety and Wellness Focus Presentation		No action taken.
a. City of Alameda, Social Services and Human Relations Board	<p>Jim Franz, Community Development and Resiliency Coordinator provided an overview of the activities that he coordinates within the City of Alameda. One of the major initiatives currently being developed is the Community Needs Assessment Survey.</p> <p>It was decided that at the next meeting the Board would review the draft survey from Mr. Franz and the Social Services and Human Relations Board which would provide an opportunity to the Board to give input on the survey as it relates to community health and well being.</p>	
B. Alameda Health System and Alameda Hospital Updates		
1) FY 2016-2017 (Q1, July-August-September) AHS Financial Report	Mr. Cox presented the System Financial Performance – October YTD. Alameda Hospital	No action taken.

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	<p>Performance, including Income Statement, Patient Activity, Payer Mix and a contracting update. Copies of the presentation will be posted to the website.</p> <p>Director Meyers expressed concern about revenues exceeding hospital requirements and how will we continue to look at EBIDA.</p> <p>Ms. Thorson noted that in February a parcel tax accounting will be presented to the Board.</p> <p>Mr. Cox, noted the following updates to the insurance contracting: 1) In process of completing two year agreements with Blue Cross, Blue Shield, Aetna, Cigna, and United; 2) Tricare will move January, 2018, from United to Health Net Federal Services. We are negotiating a professional and facility agreement that will be in effect, January 2018, 3) Affinity is developing a new Full-Service Medicare Advantage product that will include Alameda County.</p> <p>Director Deutsch stated that it has been one year since the contracts lapsed and while he is not minimizing what has been done thus far, the non contracted insurance issue is having an impact on patients and the community.</p> <p>Mr. Cox also noted that discussions with Affinity have been productive and there is a new product from Affinity that could be beneficial to the organization however, without a primary care network there is minimal leverage with insurance carriers.</p>	
	<p>2) Hospital CAO Report</p> <p>Mr. Jackson directed the Board to page 55 of the packet and the written CAO report. He reviewed the report in detail. In regards to the stats presented, Director Deutsch noted that the reason why surgeries were down is due to the no contract issue. Director Deutsch noted that he has seen an improvement in Nursing since the salary issue and California nurse Association (CNA) contract was ratified giving nurses at Alameda hospital a significant raise. He sees improvements in quality and patient and employee satisfaction.</p> <p>Director Meyers thanked AHS on behalf of the Board for settling the CNA contract and improving the wages for the nurses.</p> <p>Director Jensen noted that she has been vocal on the Board of Trustees to move quickly on wage issues for Alameda Hospital and is appreciative of the work done by Chief Human Resource Officer, Jeanette Loudon-Corbett to be fair and equitable. She also noted that Ms. Loudon-Corbett will be leaving the organization</p>	<p>No action taken.</p>
	<p>3) FY 2016-2016 (Q1, July-August-September) AHS Quality Dashboard</p> <p>The Quality Dashboard was reviewed as presented.</p>	
<p>C. District Updates & Operational Updates</p>		

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1) District Liaison Reports		
	<p>a. Community Health Liaison Report</p> <p>Director Meyers noted that attended and participate in the Little Hoover Commission in Sacramento. He noted that there has been concern about special districts stepping outside of their boundaries. There is active work being done to better define what health care districts should do and an effort to make better laws governing health care districts. He commented that it brought up a lot of questions for him relating to the District.</p>	No action taken.
	<p>b. Alameda Health System Liaison Report</p> <p>Director Jensen directed the board to her written report on page 8 of the board packet. Director Deutsch asked if the Board f Trustees saw the advisory resolution from the District regarding the insurance contracting issue. Director Jensen replied that the Board president did see the resolution. Director Jensen stated that AHS continues to work to negotiate contracts and that she continues to suggest access issues for the community without these major contracts in place. She also stated that there is a lack of response from the insurance carriers.</p> <p>Director Meyers expressed caution to the Board about comments and recognized a lot of work being done to correct the situation.</p>	No action taken.
	<p>c. Alameda Hospital Liaison Report</p> <p>Director Deutsch</p>	No action taken.
	<p>d. Other District Outreach Reports and Member Updates</p> <p>Director Saenz Duke noted that she and several board members participated in the hospital health Fair in October. Handouts regarding the District were available to the community and she recognized that the community does not recognize the District as a separate from the hospital. She noted that she attended a LAFCo Meeting pertaining to Eden healthcare District on November7, 2016 and informed the Board that the next City/ District Liaison Committee meeting was scheduled for January 5, 2017.</p>	No action taken.
2) Follow-up from October 3, 2015 Board Meeting	<p>Mr. Driscoll reviewed a presentation outlining the details of the items below. Copies of the presentation will be posted on the website. There was discussion and comments between director Meyers and legal Counsel relating to differences in the language of the JPA, LAFCo and Ballot language.</p> <p>Director Meyers commented that LAFCo references different language than the ballot</p>	No action taken.

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	<p>language. Director Meyers also noted that the Jaber Will had specific restrictions on use of funds and amount for distribution on an annual basis. He requested an analysis of the LAFCo and Ballot language as it relates to use of the parcel tax. He also asked for a review of the how the Jaber funds are to be used and distributed per the Will.</p>	
	<p>a. Responsibilities of the District under California Law</p>	
	<p>b. Role of District under JPA pertaining to operations of Alameda Hospital</p>	
	<p>c. Overview of Seismic and capital Investments under the JPA</p>	
	<p>3) Review of FY 2015 and FY 2016 Parcel Tax True-Up Transfer to Alameda Health System</p> <p>Ms. Thorson referred the Board to page 11-12 of the packet and suggested timeline for true-up transfers of the parcel tax and Jaber revenues to Alameda Health System. Formal action items regarding the amount of the transfers will be presented to the Board at upcoming meetings.</p>	<p>No action taken.</p>
<p>General Public Comments.</p> <p>The Board took a public comment out of agenda order from John Iocco, MD, Alameda Hospital Medical Staff President. Dr. Iocco thanks the Board and AHS for keeping the hospital open and commented on the commitment and loyalty of the physicians to the hospital. Dr. Iocco's term as President of the Medical Staff ends at the end of the calendar year. Director Jensen thanked him for his services and commented that he has been a great advocate for the physicians and hospital during his term.</p>		
	<p>4) Executive Director Search / District Staffing Update</p>	
	<p>a. Review and Approval of Job Descriptions</p> <p>Due to the absence of Director Williams, there were no job descriptions to review and approve.</p>	<p>No action taken</p>
	<p>b. Review and Approval of Ad Hoc Committee Advisory Committee for Executive Director Search</p> <p>Director Jensen noted that there was not a job description for an Executive Director and felt that the approach of forming an Ad Hoc Advisory Committee would be a good way to proceed.</p> <p>Director Saenz Duke welcomed ideas from the community and expressed the need of as much input as possible from the community</p> <p>Director Meyers stated that he was not in favor of delaying the hiring of an Executive Director. He noted that HFS Consultants have recommended moving forward with hiring of an Executive Director. He continued to state that there are very complete job descriptions drafted</p>	<p>Director Saenz Duke made a motion. She moved to to proceed as suggested in the memo which was to work with at least one other board member until director Williams was able to return and to put together an advisory committee with input from the Board on people to include on the committee and to convene the</p>

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	<p>and expressed that the District should be moving forward as per the approved timeline and said he was surprised that there were not candidates in front of the Board for review.</p> <p>Director Saenz Duke stated she understood the urgency of moving forward. She also noted that in discussions with Director Williams on the job descriptions, there was concern about the job description perhaps being too much for a 0.5 FTE. Executive Director. She continued to state that she was concerned with moving forward with such a divided Board and only four members at the meeting. She stated it was important to do it right and to ensure that the job descriptions were accurate and appropriate for the District at this time. Director Williams did not have an opportunity to make revisions to Director Duke's original job descriptions.</p> <p>Director Meyers asked the Board to make a motion and that he would support the Board in whatever decision was made, however he felt that the Board was not following through on decision made to date which was frustrating to him.</p> <p>Director Saenz Duke stated that the advisory group will help move the process forward of hiring an executive Director. She asked for a volunteer from the Board to help until such time Director Williams returns to the Board. Director Jensen volunteered to work with Director Saenz Duke on the advisory committee.</p> <p>Director Meyers asked if the Board would be delaying the hiring of a Executive Director until the committee is formed, the committee reviews the job description and then the Board approves the job descriptions at a future date. Director Saenz Duke affirmed his understanding of the process and said that the committee would be used to help look for possible candidates. Director Meyers noted that the work done with Vision 2015 is very similar to what is proposed for the advisory committee.</p> <p>After the motion was approved, Director Jensen stated that she felt strongly about moving forward with the proposed plan and was not trying to hold up progress but wanted to proceed carefully.</p>	<p>group and to use that group to educate the larger community of the need and advantages of having out own direct staff. Director Jensen seconded the motion. Motion carried 3-1 (Meyers – No).</p>
E. Action Items		
	<p>1) Acceptance of October 3, 2016 Meeting Minutes</p> <p>Ms. Thorson noted that a redline version with input from Director Meyers and Director Deutsch was included in the printed packet for review.</p>	<p>Director Jensen made a motion to accept the minutes with changes presented at the meeting and Director Saenz Duke seconded. The motion carried 3-1 (Meyers – Abstention)</p>
	<p>2) Acceptance of Financial Statements: September / October 2016</p>	<p>Director Jensen made a motion to accept the financial statements as presented and Director Saenz</p>

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		Duke seconded. The motion carried 3-1 (Meyers – Abstention)
<p data-bbox="289 240 1392 305">3) Review and Approval of Creating an Ad Hoc Committee and Charter on Alameda Hospital Facilities & Seismic Planning</p>	<p data-bbox="243 326 1465 992">Director Meyers stated he drafted a outline of what we might do in relation to seismic and facilities planning He stated that he felt the Board should have a closed session discussion on the business aspect of this in regards to being a district before we move forward to joint meeting (with AHS). I don't know that it will amount to anything but felt that it is due diligence to think of the property being ours and what it might mean to negotiate with AHS for building or not building a hospital and who would owns it at that point and collecting the money and would want to discuss in closed session to come out as a united front and would like some assistance with that on the legal side. He stated he is ready to go for the joint committee but between now and then he felt the Board should have a closed door session. He would like to see what AHS on information relating to this particular land (current site of Hospital) and can a hospital be built on the current site. He further stated that if we did have to leave the current site and build elsewhere, that would be good to know at the City level and commented on conversations and the formation of a sub committee of the City and District Liaison committee to have the former CAO meet with the VA and bring back and input about if we have to build a new building, is there any chance that we could partner with the VA. He stated that the Mayor insisted that we have an answer to the 2030 seismic issue in the very near future (now). He continued to state that he was told by the former CAO that there was a possibility that we could not build on the current site because of the easement and has also been told that we can build on the site. He looks forward to meeting with AHS as soon as possible and after a closed session.</p> <p data-bbox="243 1013 1472 1175">Director Deutsch thought it was an action item and felt it was non controversial and made a motion. He also agreed with the notion of a closed session to discuss. Director Duke asked for clarification on the closed session. Director Deutsch noted that guests could be invited to closed session, including AHS to bring forth information. Even though the JPA states 2020 to meet with AHS, he also felt discussions should start now.</p> <p data-bbox="243 1196 1430 1261">Director Duke asked if he is endorsing the charter. Director Deutsch stated that agreed in concept to forming a committee and that the details of the charter could be worked out later.</p> <p data-bbox="243 1282 1413 1347">Director Meyers noted that he would not be able to participate on the committee until there was an Executive Director hired. Director Deutsch said he would be a committee of one.</p>	<p data-bbox="1497 240 1940 505">Director Deutsch made a motion to approve the formation of a committee and to have a closed session before the next regular meeting with two board members. Director Duke called for a second. Director Jensen seconded. The motion carried.</p>
<p data-bbox="289 1377 1455 1474">4) Recommendation to amend the Parcel Tax Consulting Services with SCI Consulting Group to include Manual Billing of Unsecured/Possessory Interest Parcels and Extend term to June 30, 2020.</p>		<p data-bbox="1497 1377 1940 1507">Director Deutsch made a motion to amend the agreement with SCI Consulting services as stated in the memo and Director seconded</p>

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	<p>Ms. Thorson presented a recommendation to amend the current consulting agreement with SCI to include the manual billing of unsecured parcels and to extend the term of the agreement to June 30, 2020 as outlined in the memo on page 37 of the Board packet.</p> <p>Director Meyers felt a shorter term would be more appropriate and commented that the District should be cognizant of the fact that the District continuing to pay other people to do what a 0.5 Executive Director and 1.0 FTE clerk could be doing if they were on board.</p> <p>Director Deutsch commented that if there was an Executive Director was on board it may not be appropriate for that person to do as it is specialized. He recommended moving forward with the contract as is.</p>	<p>the motion. Motion carried 3-1 (Meyers – No).</p>
<p>5) Authorization to Seek Services for an Assessment of Long Term Capital Investments for Jaber Properties</p>		<p>Director Meyers made a motion to authorize the Clerk to seek services for an assessment of long term capital investments of the Jaber properties and Director Deutsch seconded. Motion carried.</p>
<p>6) Formalizing Regular Public Input from Alameda Hospital Medical Staff Leadership</p>	<p>Director Deutsch informed the Board that while he was under the impression that the Bylaws stated that the hospital Medical Staff was an ex-officio member of the Board of Directors, it does not state such in the bylaws. It was only practice pre-affiliation when the District was operating the hospital that the Medical Staff President sat with the Board. He requested that the Medical Staff President be invited to the Board meetings to give a short presentation as the physician perspective is different from the Board, community and administration of the hospital.</p> <p>Director Meyers was in favor of a regular agenda item for physician updates but felt that no one else should be sitting with the Board. He also stated that the comments should be limited to 3 minutes, the same as public comment.</p> <p>Director Jensen noted that physician leadership sits with the Board of Trustees at AHS through the Quality and Professional Services Committee. She was in favor of a regular agenda item and agreed with Director Meyers that the medical staff president should not sit with the Board.</p>	<p>Director Deutsch made the motion to have a regular agenda item for the Alameda Hospital Medical Staff President to provide updates to the Board of Directors and Director Jensen seconded the motion. The motion carried 3-1 (Meyers-No).</p>
<p>F. February 13, 2017 Agenda Preview</p>	<p>Ms. Thorson noted the scheduled agenda items for the February including the follow-up requested during the meeting.</p> <p>Director Meyers stated that he may need to attend the meeting via teleconference and it he</p>	

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	could not attend the meeting by teleconference perhaps the meeting could be postponed.	
	<ol style="list-style-type: none"> 1) Executive Director Search / District Staffing Update 2) Approval of December 2016 Parcel Tax Installment Transfer to Alameda Health System 3) Approval of FY 2015 Parcel Tax True-up Transfer to Alameda Health System 	
VI. General Public Comments		None
VII. Board Comments		None
VIII. Adjournment	Being no further business the meeting was adjourned at	

Approved: February 13, 2017

APPROVED