

**PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL CORPORATION
BOARD OF DIRECTORS**

REGULAR MEETING AGENDA

Hybrid - Kathleen King Room & Virtual/Teleconference

85 Nielson Street, Watsonville CA

ZOOM LINK <https://zoom.us/j/93443061917>

TELEPHONE +1 669 900 9128 WEBINAR ID: 934 4306 1917

October 6, 2022

5:00 p.m.

(Immediately following the Pajaro Valley
Health Care District Board Meeting)

Agenda documents are available for review in person at the office of the Clerk of the Board, Watsonville Community Hospital, 75 Nielson Street, Hospital Main Lobby-Visitors Desk; and electronically on the Pajaro Valley Healthcare District's website, at: PVHCD.org and at PVHCDHospital.org

To view online, visit the Board's website at: PVHCD.org. or PVHCDHospital.org Select the meeting date to view the agenda and supporting documents.

Written comments must be received before 4:00 p.m. the day of the meeting to be included with agenda materials. Comments received after 4:00 p.m. on meeting day will be included in the minutes record. For additional information, call 831-763-6040 or email

CONSENT AGENDA

Consent items include routine business that does not call for discussion. One roll call vote is taken for all items. Only a Board Member may pull items from Consent to Regular Agenda. Members of the public must request that a Board Member pull an item from the Consent Agenda prior to the start of the meeting.

Staff is available to address public concerns Monday through Friday, 8:00 a.m. to 5:00 p.m.

TRANSLATION SERVICES/SERVICIOS DE TRADUCCION

Spanish language translation is available on an as needed basis. Please call at least three business days in advance of the meeting at (831) 763-6040 or by email at info@pvhcdhospital.org or info@pvhcd.org

Las sesiones de la Mesa Directiva pueden ser traducidas del inglés al español y del español al inglés. Por favor llame por lo menos tres días hábiles antes de la reunión para solicitar interpretación al (831) 763-6040 o envíe un correo electrónico a info@pvhcdhospital.org or info@pvhcd.org

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

PVHCD Hospital Board of Directors Agenda – October 6, 2022

The Pajaro Valley Health Care District Hospital does not discriminate on the basis of disability, and no person shall, by reason of a disability, be denied the benefits of its services, programs, or activities. If you are a person with a disability and wish to participate in the meeting and require special assistance in order to participate, please call 831-763-6040 or email info@pvhcdhospital.org or info@pvhcd.org or info@pvhcd.org at least three business days in advance of the meeting to make arrangements.

Persons with disabilities may request a copy of the agenda in an alternative format.

Pajaro Valley Health Care District Hospital Corporation– Board of Directors Public Participation Guidelines

PUBLIC COMMENT

Participating in Person:

The meeting space is open with limited capacity. Face coverings are highly recommended in the meeting space, regardless of vaccination status. To address the Board, please line up at the podium when the Board Chair calls for general public comment or calls for public comment on the regular agenda item to which you would like to speak. Please state your name clearly for the record before making your comment and limit your remarks to the allotted time.

Participating by Phone:

To address the Board, dial the telephone number provided and you will be prompted to enter the meeting ID number. After that, you will be able to listen to the meeting and speak during public comment as announced by the Chair. The Clerk will call on people by the last four digits of their phone number.

The following commands can be entered via DTMF tones using your phone's dial pad while in a Zoom meeting:

- *6 - Toggle mute/unmute
- *9 - Raise hand

Participating online via Zoom:

You may download the Zoom client or connect to the meeting in-browser. If using your browser, make sure you are using a current, up-to-date browser: Chrome 30+, Firefox 27+, Microsoft Edge 12+, Safari 7+. Certain functionality may be disabled in older browsers including Internet Explorer.

You will be asked to enter an email address and name. **Please identify yourself by any name you choose (you are not required to state your real name to participate)** as this appears online and is how we notify you when it is your turn to speak.

When the Board Chair calls for the item on which you wish to speak, click on "raise hand." The Clerk will activate and unmute speakers in turn. Speakers will be notified shortly before they are called to speak.

When called, please limit your remarks to the time allotted.

RELATED CORRESPONDENCE

Written comments on agenda items may also be submitted to the Board by email or US Mail

Email: info@pvhcdhospital.org or info@pvhcd.org

- Emailed documents may take up to 24 hours to be posted
- Please include the agenda item number

U.S. Mail:

PVHCD Hospital Corporation
Board of Directors
75 Nielson Street,
Watsonville, CA 95076

Comments received after 4 p.m. the day of the meeting and before the end of the meeting will be included with the minutes record. General comments not related to topics on the agenda will be included with the next Written Correspondence Listing.

For the latest COVID-19 updates,
please visit the County Health
Services Agency website at:
<http://santacruzhealth.org>

*Published in PDF, and available online at:
PVHCD.org

1. **CALL TO ORDER/ROLL CALL**

CLOSED SESSION

2. **SCHEDULE A CLOSED PERSONNEL AND LITIGATION SESSION TO BE HELD AT THE CONCLUSION OF THE BOARD'S CONSENT OR REGULAR AGENDA, OR AT ANY OTHER TIME DURING THE COURSE OF THE MEETING ANNOUNCED BY THE CHAIRPERSON OF THE BOARD.**

- A. PUBLIC EMPLOYEE EVALUATION (Government Code Section 54957(b)(1))
Title: Chief Executive Officer
- B. CONFERENCE WITH LABOR NEGOTIATORS (Government Code Section 54957.6)
Agency Negotiators: Katie Gabriel-Cox and Marcus Pimentel
Employee: Chief Executive Officer
- C. CONFERENCE WITH LEGAL COUNSEL—EXISTING LITIGATION
(Government Code Section 54956.9(a))
 - 1. Name of case: SEIU United Healthcare Workers -West v. Watsonville Community Hospital Case 32-CA203804 (filed on 8/31/2022 with the National Labor Relations Board)
 - 2. Name of case: California Nurses Association/National Nurses United v. Pajaro Valley Healthcare District, et al., Case No. SF-CE-2002-M (filed on 9/14/2022 with California Public Employee Relations Board)
- D. HEARINGS/REPORTS (Government Code §37624.3 & Health and Safety Code §§1461, 32155)
Subject matter:
 - 1. Report of the Medical Staff Credentials Committee
 - 2. Report of the Medical Staff Interdisciplinary Committee
 - 3. Report of the Medical Executive Committee

Report of PVHCDHC Counsel will be given at the conclusion of the Closed Session on any reportable actions(s) taken in the Closed Session.

RECONVENE AFTER CLOSED SESSION APPROXIMATELY 6:00 P.M.

3. **CONSIDERATION OF LATE ADDITIONS TO THE AGENDA**

4. **PUBLIC COMMENT**

Any person may address the Board during its Public Comment period. Speakers must not exceed two (2) minutes in length, or the time limit established by the Chair, and individuals may speak only once during Public Comment. All Public Comments must be directed to an item listed on today's Consent Agenda, Closed Session Agenda, yet to be heard on Regular Agenda, or a topic not on the agenda that is within the jurisdiction of

PVHCD Hospital Board of Directors Agenda – October 6, 2022
the Board. Board members will not take actions or respond immediately to any public communication presented regarding topics not on the agenda but may choose to follow up later, either individually, or on a subsequent Board of Director's Agenda. Public Comments will normally be received by the Board for a period not to exceed thirty (30) minutes. If, at the end of this period, additional persons wish to address the Board, the Public Comment period may be continued to the last item on the agenda.

5. **ACTION ON THE CONSENT AGENDA (ITEMS 8-13)**

REGULAR AGENDA

6. **CASH FORECAST BUDGET PRESENTATION (Information Only)**

Recommended Action(s): No action required.

7. **FORMATION OF STANDING COMMITTEES**

Recommended Action(s):

- a) Consider and form the Standing Committees of the Board of Directors as established pursuant to the PVHCDHC Bylaws: Finance Committee, Strategic Planning and Marketing Committee, Human Resources Committee, Quality and Patient Safety Committee.

8. **REPORT ON BEHALF OF MEDICAL COMMITTEES ON THE FOLLOWING REPORTS**

Recommended Action(s):

- a) Credentials Report: September 2022
- b) Interdisciplinary Practice Credentials Report: September 2022

- **End of Consent Agenda** -

CONSENT AGENDA

9. **APPROVAL OF MINUTES**

Recommended Action(s):

Approve minutes of September 1 and 15, 2022

10. **AB 361 RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS**

Recommended Action(s):

- a) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361: and
- b) Direct Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

11. **NEW AGENDA FORMAT**
Recommended Action(s): Approve Agenda Format.
12. **NEW BOARD MEETINGS SCHEDULE**
Recommended Action(s): Board meeting schedule.
13. **RELIEVE COUNTY COUNSEL OF LEGAL DUTIES**
Recommended Action(s):
 - a) Relieve County Counsel of legal duties

End of Consent Agenda -

Board Memo

Executive Sponsor: Steven Salyer, CEO

Agenda Item: Establishment and Composition of Standing Committees

Date: October 6, 2022

Recommended Action

Consider and form the Standing Committees of the Board of Directors as established pursuant to the PVHCDHC Bylaws: **Finance** Committee, **Strategic Planning** and Marketing Committee, **Human Resources** Committee, **Quality and Patient Safety** Committee.

Background/Situation/Rationale

Pursuant to the Bylaws adopted by the PVHCDHC Board of Directors, May 2022, the following Standing Committees shall be established to support the management, direction and activity of the Corporation:

Finance Committee. The Finance Committee shall consist of a minimum of two (2) Board members, with up to five (5) persons. The Finance Committee shall include the Treasurer (if not otherwise appointed as a voting member of the Finance Committee).

Strategic Planning and Marketing Committee. The Strategic Planning and Marketing Committee shall consist of a minimum of two (2) Board members, with up to five (5) persons. The Committee shall include at least one physician as a member.

Human Resources Committee. The Human Resources Committee shall consist of a minimum of two (2) Board members, with up to four (4) persons.

Quality and Patient Safety Committee. The Quality and Patient Safety Committee shall consist of a minimum of two (2) Board members, with up to nine (9) persons. The Committee will be assisted in its work by the Chief Executive Officer, the CNO (Chief Nursing Officer), the Safety Officer, and the Medical Staff as needed. The Quality and Patient Safety Committee shall include at a minimum: two (2) physicians. Non-voting, ex officio members shall include: the Chief of Staff, Chief Medical Officer and the CNO.

Financial Impact: There is no immediate financial impact associated with this item.

Board Memo

Executive Sponsor: Clay Angel, M.D., Chief of Staff, Chair, Medical Executive Committee

Agenda Item: Chief of Staff Report – September 20, 2022 MEC

Date: October 6, 2022

ACTION ITEMS FOR APPROVAL

1. Credentialing Actions:

1.1 Credentials Report: September 2022

1.2 Interdisciplinary Practice Credentials Report: September 2022

2. Policies & Procedures (*new or content changes*):

None

General Privileges Statement:

Privileges are granted specific to pre-identified criteria that the provider has been determined to have met after careful review and analysis by Credentials Committee and MEC.



Medical Executive Committee Summary – September 20, 2022
ITEMS FOR BOARD APPROVAL

Credentials Committee

INITIAL APPOINTMENTS: (6)

APPLICANT	SPECIALTY / STATUS	DEPT	PRIVILEGES	Effective Date
Anand, Neil, MD	Radiology / Provisional	Medicine	Telemedicine Radiology	10/06/2022 – 9/30/2024
Kalanithi, Suman, MD	Neurology / Provisional	Medicine	Telemedicine Neurology	10/06/2022 – 9/30/2024
Nat, Amritpal Singh, MD	Critical Care / Provisional	Medicine	Critical Care, Inpatient and Telemedicine	10/06/2022 – 9/30/2024
Niemeyer, Patricia, MD	Diagnostic Radiology / Provisional	Medicine	Radiology	10/06/2022 – 9/30/2024
Ruff, Jeffry, DO	Neurology / Provisional	Medicine	Telemedicine Neurology	10/06/2022 – 9/30/2024
Singh, Ajay, MD	Radiology / Provisional	Medicine	Telemedicine Radiology	10/06/2022 – 9/30/2024

REAPPOINTMENTS: (6)

APPLICANT	SPECIALTY / STATUS	DEPT	PRIVILEGES	Effective Date
Astromoff, Nicholas, MD	Radiology / Active	Medicine	Radiology	10/06/2022 – 9/30/2024
Bretan, Peter, MD	Urology / Active	Surgery	Urology	10/06/2022 – 9/30/2023
Chan, Tiffany, MD	Psychiatry / Active	Medicine	Psychiatry	10/06/2022 – 9/30/2024
Cushing, Blair, DO	Family Medicine Hospitalist / Active	Medicine	Family Medicine	10/06/2022 – 9/30/2024
Punjabi, Shamita, MD	Pediatric Hospitalist / Active	Pediatrics	Pediatric	10/06/2022 – 9/30/2024
Uchtmann, Nathaniel, MD	Internal Medicine Hospitalist / Active	Medicine	Internal Medicine	10/06/2022 – 9/30/2024

ADDITIONAL PRIVILEGES: (2)

NAME	SPECIALTY	Privileges	Effective Date
Nolan, Ryan, MD	General Surgery	Wound Care	10/06/2022 – 3/24/2023
Segnitz, Lisa, MD	Hospice & Palliative Care Medicine	Hospice & Palliative Care Privileges, Updated List	10/06/2022 – 2/24/2023

RELEASE FROM PROCTORING / STAFF STATUS CHANGES: (6)

NAME	SPECIALTY	RECOMMENDATION	Effective Date
Doherty, Theodore, DO	Emergency Medicine	Emergency Medicine proctoring	Upon Board Approval
Garcia, Karen, MD	OBGYN	GYN Surgical proctoring	Upon Board Approval
Lee, Louis, MD	General Surgery	Nissen Fundoplication procedure proctoring	Upon Board Approval
Moreno-Ruiz, Nilda, MD	OBGYN	Cesarean Section proctoring	Upon Board Approval
Punjabi, Shamita, MD	Pediatric Hospitalist	Level I & Level II Pediatric Proctoring; Advance to Active Staff	Upon Board Approval
Uchtmann, Nathaniel, MD	Internal Medicine Hospitalist	Advance to Active Staff	Upon Board Approval

TEMPORARY PRIVILEGES: (15)

NAME	SPECIALTY	DEPARTMENT	DATES
Brinton, Talia, PA-C	Physician Assistant	Emergency Medicine	08/29/2022 – 09/1/2022
Hossain, Nagma, MD	Infectious Disease, Telemedicine	Medicine	09/02/2022 – 10/31/2022
Nolan, Ryan, MD	General Surgery	Surgery	08/26/2022 – 10/06/2022
Sangkharat, Aninchana, MD	Radiology	Medicine	08/15/2022 – 09/30/2022
Astromoff, Nicholas, MD	Radiology	Medicine	09/30/2022 – 10/06/2022
Bretan, Peter, MD	Urology	Surgery	09/30/2022 – 10/06/2022
Chan, Tiffany, MD	Psychiatry	Medicine	09/30/2022 – 10/06/2022
Cushing, Blair, DO	Family Medicine Hospitalist	Medicine	09/24/2022 – 10/06/2022
Punjabi, Shamita, MD	Pediatric Hospitalist	Pediatrics	09/24/2022 – 10/06/2022
Uchtmann, Nathaniel, MD	Internal Medicine Hospitalist	Medicine	09/24/2022 – 10/06/2022
Anand, Neil, MD	Radiology, Telemedicine	Medicine	09/12/2022 – 10/06/2022
Kalanithi, Suman, MD	Neurology, Telemedicine,	Medicine	09/12/2022 – 10/06/2022
Niemeyer, Patricia, MD	Diagnostic Radiology	Medicine	09/15/2022 – 10/06/2022
Ruff, Jeffry, DO	Neurology, Telemedicine,	Medicine	09/12/2022 – 10/06/2022
Singh, Ajay, MD	Radiology, Telemedicine,	Medicine	09/12/2022 – 10/06/2022

INTERDISCIPLINARY PRACTICE COMMITTEE

Initial Appointment: None
Reappointment: None

Staff Status Modifications: (1)

NAME	SPECIALTY	STATUS
Northern, Robert, CRNA	Nurse Anesthetist	Additional Privilege – Core Privileges Anesthesia Administrative update; documentation submitted at time of initial appointment

PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL CORPORATION

BOARD OF DIRECTORS

REGULAR MEETING MINUTES

SEPTEMBER 1, 2022

5:23 p.m.

Meeting was held in hybrid format

INTRODUCTORY ITEMS

1. CALL TO ORDER

PRESENT: Directors Gabriel-Cox, Nájera, Nuñez, and Pimentel

ABSENT: Friel

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA – None

3. PUBLIC COMMENT – None

4. ACTION ON THE CONSENT AGENDA (ITEMS 9-12)

Director Pimentel requested additional information regarding the timeline for making edits to the bylaws listed under Item 10.

MOTION: Director Pimentel motion to approve the Consent Agenda, seconded by Director Gabriel-Cox, and carried by the following vote:

AYES:	Directors: Gabriel-Cox, Nájera, Nuñez, and Pimentel
NOES:	Directors: NONE
ABSENT:	Directors: Friel

REGULAR AGENDA

5. TRANSITION UPDATE (EDUCATIONAL ONLY)

An oral report was given by Founderwerk Healthcare Division Managing Director Cecilia Montalvo.

Recommended Action(s):

Consider presentation on the transition of the Watsonville Hospital Corporation to new ownership.

6. FUNDRAISING PRESENTATION (EDUCATIONAL ONLY)

A presentation was given by County of Santa Cruz Health Services Agency Assistant Director Tiffany Cantrell-Warren.

7. BOARD MEMBER AND STAFF ANNOUNCEMENTS AND REQUESTS TO PLACE ITEMS ON A FUTURE AGENDA

Director Pimentel requested an item to explore the potential for changing the Board's name to reflect its ownership of Watsonville Community Hospital.

The meeting recessed into Closed Session at 5:43 p.m.

CLOSED SESSION

8. SCHEDULE A CLOSED PERSONNEL AND LITIGATION SESSION TO BE HELD AT THE CONCLUSION OF THE BOARD'S CONSENT OR REGULAR AGENDA, OR AT ANY OTHER TIME DURING THE COURSE OF THE MEETING ANNOUNCED BY THE CHAIRPERSON OF THE BOARD

A. CONFERENCE WITH LABOR NEGOTIATOR (Government Code Section 54957.6)

Agency Negotiator: Allyson Hauck

Employees: California Nurses

Association: United Healthcare Workers – West, SEIU, CTW, CLC

B. PUBLIC EMPLOYEE EVALUATION (Government Code Section 54957(b)(1))

Title: Chief Executive Officer

C. CONFERENCE WITH LABOR NEGOTIATORS (Government Code Section 54957.6)

Agency Negotiators: John Friel and Marcus Pimentel

Employee: Chief Executive Officer

Report of PVHCDHC could be given at the conclusion of the Closed Session on any reportable action(s) taken in the Closed Session.

ADJOURNMENT

The meeting adjourned at 7:25 p.m.

CONSENT AGENDA

9. AB 361 Resolution Authorizing Teleconference Meetings

Recommended Action(s):

- a) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361; and
- b) Direct Interim Administrative Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

10. Hospital Policies and Medical Staff Bylaws

Recommended Action(s):

Approve existing hospital policies related to the operation of the hospital and approve medical staff bylaws.

11. Ratify Execution of Operating Agreements

Recommended Action(s):

- a) Ratify execution of Operating Agreements necessary to be in place prior to the transfer of the hospital assets to Pajaro Valley Health Care District Hospital Corporation, dba (as of 09-01-2022) Watsonville Community Hospital (WCH), and;
- b) Ratify Interim Administrative Staff's retainer of attorneys Bouey & Black LLP to provide outside legal assistance to advise on managed care contract language.

12. Approve Chief Executive Officer and Chief Financial Officer as Authorized Signers

Recommended Action(s):

Approve the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of Pajaro Valley Health Care District Hospital Corporation (PVHCD HC), dba Watsonville Community Hospital (WCH), to sign checks and act as authorized signers on all WCH bank accounts.

Approved: _____

John Friel, Chair

Attest: _____

Irwin Ortiz, City Clerk

PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL CORPORATION

BOARD OF DIRECTORS

REGULAR MEETING MINUTES

SEPTEMBER 15, 2022

5:06 p.m.

Meeting was held in hybrid format

INTRODUCTORY ITEMS

1. CALL TO ORDER

PRESENT: Directors Gabriel-Cox, Nájera, Nuñez, Pimentel (arrived at 5:09 p.m.), and Friel

ABSENT: None

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA

3. PUBLIC COMMENT – None

4. ACTION ON THE CONSENT AGENDA (ITEMS 9-13)

MOTION: Director Friel motion to approve the Consent Agenda, seconded by Director Gabriel-Cox, and carried by the following vote:

AYES: Directors: Gabriel-Cox, Nájera, Nuñez, Pimentel, and Friel

NOES: Directors: NONE

ABSENT: Directors: NONE

REGULAR AGENDA

5. CHIEF EXECUTIVE OFFICE (CEO) REPORT (EDUCATIONAL ONLY)

An oral report was given by CEO Steven Salyer.

Recommended Action(s):

None

6. TRANSITION UPDATE (EDUCATIONAL ONLY)

A presentation was given by Founderwerk Healthcare Division Managing Director Cecilia Montalvo and CEO Salyer.

Recommended Action(s):

Consider presentation on the transition of the Watsonville Hospital Corporation to new ownership.

7. ITEM REMOVED

The meeting recessed into Closed Session at 5:48 p.m.

CLOSED SESSION

8. SCHEDULE A CLOSED PERSONNEL AND LITIGATION SESSION TO BE HELD AT THE CONCLUSION OF THE BOARD'S CONSENT OR REGULAR AGENDA, OR AT ANY OTHER TIME DURING THE COURSE OF THE MEETING ANNOUNCED BY THE CHAIRPERSON OF THE BOARD

A. PUBLIC EMPLOYEE EVALUATION (Government Code Section 54957(b)(1))

Title: Chief Executive Officer

B. CONFERENCE WITH LABOR NEGOTIATORS (Government Code Section 54957.6)

Agency Negotiators: Katie Gabriel-Cox and Marcus Pimentel

Employee: Chief Executive Officer

Report of PVHCDHC could be given at the conclusion of the Closed Session on any reportable action(s) taken in the Closed Session.

ADJOURNMENT

The meeting adjourned at 6:55 p.m.

CONSENT AGENDA

9. APPROVAL OF MINUTES

Recommended Action(s):

Approve minutes of August 18 and 25, 2022.

10. AB 361 RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS

Recommended Action(s):

- a) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361; and
- b) Direct Interim Administrative Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

11. APPOINTMENT OF BEST BEST & KRIEGER AND NOEL CAUGHMAN TO ACT AS GENERAL COUNSEL

Recommended Action(s):

- a) Appoint the law firm of Best Best & Krieger and Noel Caughman to act as General Counsel for the Hospital; and
- b) Authorize CEO Salyer to execute the attached Engagement Letter.

12. RATIFICATION OF EXECUTION OF OPERATING AGREEMENTS

Recommended Action(s):

Ratify execution of Operating Agreements necessary to be in place prior to the transfer of the hospital assets to Pajaro Valley Health Care District Hospital Corporation, dba (as of 09-01-2022) Watsonville Community Hospital (WCH).

13. ACCEPT REPORT ON AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT AND IMPLEMENTATION ADDENDUM TO ASSET PURCHASE AGREEMENT

Recommended Action(s):

Accept report.

Approved: _____

John Friel, Chair

Attest: _____

Irwin Ortiz, City Clerk



Board Memo

Executive Sponsor: Steven Salyer, CEO

Agenda Item: AB 361 Resolution Authorizing Teleconference Meetings

Meeting Date: October 6, 2022

Recommended Actions:

- a) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361; and
- b) Direct Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

Executive Summary

As a result of the continuing impacts of the COVID-19 pandemic, many local agencies have been holding teleconference meetings under the modified rules authorized under Assembly Bill 361. This item asks the Board to adopt a resolution ordering the use of teleconference meetings under the modified rules. This will allow Hospital Board members to appear at meetings remotely if they choose to do so.

Background

On March 4, 2020, Governor Newsom issued a Proclamation of State of Emergency in response to the COVID-19 pandemic pursuant to Government Code section 8550 et seq., which remains in effect.

Assembly Bill 361 ("AB 361") allows legislative bodies to hold teleconference meetings during declared emergencies as long as they follow designated rules, and the legislative body routinely reviews the need to continue holding such teleconference meetings.

On September 30, 2021, Santa Cruz County Public Health Officer Dr. Gail Newel issued a strong recommendation that legislative bodies in Santa

Cruz County continue to engage in physical/social distancing by meeting via teleconference as allowed by AB 361 and confirmed that she will regularly review and reconsider this recommendation and notify the public when it is no longer recommended. Dr. Newel's recommendation remains in effect.

Analysis

Many local legislative bodies have recognized that COVID-19 presents a continuing threat to the Santa Cruz County community and that there is an important governmental interest in protecting the health, safety, and welfare of those who participate in public meetings. Requiring all members of legislative bodies to appear in-person at meetings presents greater risk to the health and safety of meeting participants, including reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings.

Pursuant to AB 361, a legislative body can hold teleconference meetings under the modified AB 361 teleconferencing rules if a state of emergency remains active, or local officials have recommended measures to promote social distancing, as long as the legislative body reconsiders the circumstances of the state of emergency and determines either that the state of emergency continues to directly impact the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing.

The Governor's emergency proclamation has not been lifted and Dr. Newel's social distancing recommendation remains in effect. The dangers presented by returning to non-emergency meeting protocols remain. Staff recommends that the Board adopt the draft resolution accompanying this item, which contains the findings necessary to hold teleconference meetings under the modified Brown Act rules.

Financial Impact

There is no financial impact associated with this item.

Attachment(s)

A. Resolution AB361

**BEFORE THE BOARD OF DIRECTORS
OF THE PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL CORPORATION**

RESOLUTION NO. _____

On the motion of Director
Duly seconded by Director
The following resolution is adopted.

**RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS UNDER ASSEMBLY
BILL 361 AS A RESULT OF THE CONTINUING COVID-19 PANDEMIC STATE OF
EMERGENCY AND HEALTH OFFICER RECOMMENDATION FOR SOCIAL
DISTANCING**

WHEREAS, on March 4, 2020, Governor Newsom issued a Proclamation of State of Emergency in response to the COVID-19 pandemic pursuant to California Government Code section 8550 et seq., which remains in effect; and

WHEREAS, on March 17, 2020, Governor Newsom issued Executive Order N-29-20 that suspended the teleconferencing rules set forth in the California Open Meeting law, known as the Ralph M. Brown Act, and codified in California Government Code section 54950 et seq., provided that certain requirements were met and followed; and

WHEREAS, on June 11, 2021, Governor Newsom issued Executive Order N-08-21 which further extended the suspension of the teleconferencing rules set forth in the Brown Act and clarified that the provisions issued in N-29-20 would remain in effect through September 30, 2021; and

WHEREAS, on September 16, 2021, Governor Newsom signed Assembly Bill 361 ("AB 361"), which amended Government Code section 54953 to permit legislative bodies subject to the Brown Act to continue to meet under modified teleconferencing rules provided that they comply with specific requirements set forth in the statute; and

WHEREAS, pursuant to AB 361, a legislative body may hold an initial teleconference meeting under the modified teleconferencing rules during a proclaimed state of emergency where local officials have imposed or recommended measures to promote social distancing; and

WHEREAS, on September 30, 2021, Santa Cruz County Public Health Officer Dr. Gail Newel strongly recommended that legislative bodies in Santa Cruz County continue to engage in physical/social distancing by meeting via teleconference as allowed by AB 361 and confirmed that she will regularly review and reconsider this recommendation and notify the public when it is no longer recommended; and

WHEREAS, after its initial AB 361 teleconference meeting, a legislative body can continue to hold such teleconference meetings if a state of emergency remains active, or local officials have recommended measures to promote social distancing, if the legislative body has reconsidered the circumstances of the state of emergency and determined either that the state of emergency continues to directly impact the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing; and

WHEREAS, the findings set forth in the paragraph immediately above must be made within 30 days of the date the legislative body first held a teleconferenced meeting pursuant to AB 361, and every 30 days thereafter, for as long as the legislative body wishes to hold such teleconference meetings; and

WHEREAS, the Hospital has an important governmental interest in protecting the health, safety, and welfare of those who participate in meetings of the Hospital Board of Directors; and

WHEREAS, this Board finds that there is a continuing threat of COVID-19 to the community and finds that requiring all Board members to appear in-person at meetings presents greater risk to the health and safety of meeting participants stemming from reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings; and

WHEREAS, this Board meets in-person in a facility where other functions take place, such that increasing the number of people present may impair the safety of participants and members of the public; and

WHEREAS, as required by AB 361, this Board has considered the circumstances of the current state of emergency and finds that the COVID-19 pandemic continues to directly impact the ability of Board members to meet safely in person and further finds that the Santa Cruz County Public Health Officer continues to recommend measures to promote social distancing; and

WHEREAS, in the interest of public health and safety, due to the emergency caused by the spread of COVID-19 the Board of Directors deems it necessary to utilize the modified teleconferencing rules set forth in AB 361.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL CORPORATION HEREBY RESOLVES AND ORDERS AS FOLLOWS:

Section 1. The foregoing recitals are adopted as findings of the Board of Directors as set forth within the body of this Resolution.

Section 2. Effective immediately, for the next 30 days the Board of Directors will meet using the modified teleconference rules authorized under AB 361 and Government Code section 54953(e)(3).

Section 3. Staff is directed to return no later than thirty (30) days after the adoption of this Resolution with an item requesting the Board to reconsider the circumstances of the COVID-19 state of emergency and, if necessary, consider adoption of a subsequent Resolution to continue using the modified teleconference rules for meetings in accordance with Government Code section 54953(e)(3).

Section 4. Staff is authorized and directed to take all such other necessary or appropriate actions to implement the intent and purposes of this Resolution.

PASSED AND ADOPTED by the Board of Directors of the Pajaro Valley Health Care District Hospital Corporation this _____ day of _____, 2022, by the following vote:

AYES:
NOES:
ABSENT:
ABSTAIN:

Chair, Board of Directors

ATTEST:

Clerk of the Board

APPROVED AS TO FORM:

PVHCDHC Counsel

Board Memo

Executive Sponsor: Steven Salyer, CEO

Agenda Item: Revised Agenda Format

Meeting Date: October 6, 2022

Recommended Actions

- a) Approve the use of the attached revised draft Agenda format, including the use of a Consent Agenda for non-controversial items that do not require individual staff presentations.
- b) Authorize the Chief Executive Officer in consultation with the Chair of the Board to change the agenda format if it is determined that a certain agenda requires a different order of business.

Executive Summary

Staff recommends that the Board approve the use of the revised attached Agenda format for the Board's regular meeting agendas.

Background/Analysis

The Board has discretion on how it conducts business and organizes its agendas. On May 11, 2022, the Board approved the agenda format for its meetings based on the Santa Cruz County Board of Supervisors. The proposed agenda is based on the Salinas Valley Healthcare System which is more closely related to the functions of the Pajaro Valley Health Care District.

Listed below are the main revisions:

1. Move Closed Session to the beginning of the meeting.
2. Keep Consent Agenda all together in one section. The Consent Agenda is for items that are considered non-controversial or do not require a staff presentation, such as approval of minutes, basic contracts, staff responses to Board requests for information, etc. Consent Agenda items are considered together as "one item", which leads to greater efficiency in conducting business. Board members retain the ability to pull an item off the Consent Agenda and place it on the regular agenda for group discussion prior to consideration of the Consent Agenda.
3. Move participation instructions to the last page of the agenda.
4. Add subsections for each item and consent agenda to indicate the sequence of the agenda.

Staff recommends that the Board adopt the attached proposed Agenda format, with the understanding that the Board retains discretion to change the format to suit its needs over time.

Financial Impact

There is no financial impact associated with this item.

Attachment

- A. Agenda Format



PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL
CORPORATION

PVHCDHC

BOARD OF DIRECTORS
REGULAR MEETING AGENDA

Hybrid - Kathleen King Room & Virtual/Teleconference

85 Nielson Street, Watsonville CA

ZOOM LINK <https://zoom.us/j/93443061917>

TELEPHONE +1 669 900 9128 WEBINAR ID: 934 4306 1917

??, 2022

5:00 p.m.

(Immediately following the Pajaro Valley
Health Care District Board Meeting)

Pursuant to PVHCDHC Resolutions adopted monthly, Assembly Bill 361, and guidance from the Santa Cruz County Health Department in response to concerns regarding COVID-19, Board Members of PVHCDHC are permitted to participate in this duly noticed public meeting via teleconference and certain requirements of The Brown Act are suspended.

TRANSLATION SERVICES/SERVICIOS DE TRADUCCION

Spanish language translation is available on an as needed basis. Please make advance arrangements at least three business days before the meeting at by calling at 831.763.6040 or by emailing at info@pvhcdhospital.org or info@pvhcd.org

Las sesiones de la Mesa Directiva pueden ser traducidas del inglés al español y del español al inglés. Por favor llame por lo menos tres días hábiles antes de la junta al 831.763.6040 o envíe un correo electrónico a info@pvhcdhospital.org o info@.org para solicitar interpretación.

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

The Pajaro Valley Health Care District Hospital Corporation does not discriminate on the basis of disability, and no person shall, by reason of a disability, be denied the benefits of its services, programs, or activities. If you are a person with a disability and wish to participate in the meeting and require special assistance in order to participate, please call 831.763.6040 or email info@pvhcdhospital.org or info@pvhcd.org at least three business days in advance of the meeting to make arrangements. Persons with disabilities may request a copy of the agenda in an alternative format.

For Public Participation Guidelines, see last page(s) of the agenda.

1. CALL TO ORDER/ROLL CALL

2. PUBLIC COMMENTS REGARDING THE CLOSED SESSION AGENDA WILL ONLY BE ACCEPTED BY THE BOARD AT THIS TIME.

3. CLOSED SESSION

The Board will recess to Closed Session to discuss the matters that follow:

- a) List sections
- b) List sections

5:30 p.m. (Estimated Time)

4. REPORT OUT OF CLOSED SESSION

5. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA

6. PUBLIC COMMENT

This time is set aside for members of the general public to address the Board on any item not on the Board Agenda (not to exceed two minutes), which is within the subject matter jurisdiction of the Board. No action or discussion shall be taken on any item presented except that any Board Member may respond to statements made or questions asked or may ask questions for clarification. All matters of an administrative nature will be referred to staff. All matters relating to Board will be noted in the minutes and may be scheduled for discussion at a future meeting or referred to staff for clarification and report.

7. REPORT FROM THE CHIEF EXECUTIVE OFFICER

8. COMMENTS FROM BOARD MEMBERS

9. REPORT FROM SUBCOMMITTEES AND/OR ADHOC SUBCOMMITTEES OF THE BOARD (IF ANY)

10. INFORMATIONAL ITEMS (No Action Required) (if any)

11. CONSENT AGENDA

Consent items include routine business that does not call for discussion. One roll call vote is taken for all items. Only a Board Member may pull items from Consent to Regular agenda. Members of the public must request that a Board Member pull an item from the Consent Agenda prior to the start of the meeting.

12. APPROVAL OF MINUTES

Recommended Action(s):

- a) Approve minutes of October 6, 2022.

13. AB361 RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS

Recommended Action(s):

- a) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361: and
- b) Direct Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

14. ACTION ON CONSENT AGENDA

- a) Board questions to staff
- b) Public Comment
- c) Motion to approve Consent Agenda
- d) Action by Board/Roll Call Vote

15. REGULAR AGENDA

16. TITLE OF ITEM

- a) Oral Report by **Name of Staff member**
- b) Board questions to staff
- c) Public Comment
- d) Motion to whether approve contract
- e) Action by Board/Roll Call Vote

17. ADJOURNMENT

Agenda documents are available for review in person at Watsonville Community Hospital, 75 Nielson Street, Hospital Main Lobby-Visitors Desk; and electronically on the Pajaro Valley Healthcare District's website, at: PVHCD.org

To view online, visit the Board's website at: PVHCD.org. Select the meeting date to view the agenda and supporting documents.

This agenda was posted in accordance with the California Brown Act. Any materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet will be made available to the public in accordance with Government Section 54957.5.

RELATED CORRESPONDENCE -

Written comments on agenda items may also be submitted to the Board by email or US Mail

Email: info@pvhcdhospital.org or info@pvhcd.org

- Emailed documents may take up to 24 hours to be posted
- Please include the agenda item number

U.S. Mail:

PVHCD Board of Directors
86 Nielson Street

Watsonville, CA 95076

Comments received after 4 p.m. the day of the meeting and before the end of the meeting will be included with the minutes record.

For additional information, call 831.763.6040 or email info@pvhcdhospital.org or info@pvhcd.org

Public Participation Guidelines

PUBLIC COMMENT

Participating in Person:

The meeting space is open with limited capacity. Face coverings are highly recommended in the meeting space, regardless of vaccination status. To address the Board, please line up at the podium when the Board Chair calls for general public comment or calls for public comment on the regular agenda item to which you would like to speak. Please state your name clearly for the record before making your comment and limit your remarks to the allotted time.

Participating by Phone:

To address the Board, dial the telephone number provided and you will be prompted to enter the meeting ID number. After that, you will be able to listen to the meeting and speak during public comment as announced by the Chair. The Clerk will call on people by the last four digits of their phone number.

The following commands can be entered via DTMF tones using your phone's dial pad while in a Zoom meeting:

- *6 - Toggle mute/unmute
- *9 - Raise hand

Participating online via Zoom:

You may download the Zoom client or connect to the meeting in-browser. If using your browser, make sure you are using a current, up-to-date browser: Chrome 30+, Firefox 27+, Microsoft Edge 12+, Safari 7+. Certain functionality may be disabled in older browsers including Internet Explorer.

You will be asked to enter an email address and name. **Please identify yourself by any name you choose (you are not required to state your real name to participate)** as this appears online and is how we notify you when it is your turn to speak.

When the Board Chair calls for the item on which you wish to speak, click on "raise hand." The Clerk will activate and unmute speakers in turn. Speakers will be notified shortly before they are called to speak.

When called, please limit your remarks to the time allotted.



Board Memo

Executive Sponsor: Steven Salyer, CEO

Agenda Item: Establish Regular Monthly Meetings

Meeting Date: October 6, 2022

Recommended Actions

- a) Establish the last Wednesday of the month at 5:00 p.m. as the date and time for the Board's regularly scheduled meetings, beginning with the November 2022 meeting.
- b) Approve the attached Meeting Calendar for November and December 2022 and calendar year 2023

Executive Summary

The Board needs to select regular meeting dates for the remainder of 2022 and for 2023. Staff recommends a regular meeting schedule for the last Wednesday of the month at 5:00 p.m. or to start immediately following the meeting of the Pajaro Valley Health Care District, if there is one.

Background/Analysis

The Hospital Board has discretion in determining when, and how often, it meets to conduct business. The Bylaws of the Pajaro Valley Health Care District Hospital Corporation approved on May 11, 2022, required that the Hospital Board meet at least once a month. Therefore, on the same meeting, the Hospital Board adopted a calendar for its 2022 meetings establishing the 1st and third Thursday of the month as regular meetings.

The Hospital Board has completed the acquisition of the Watsonville Community Hospital. The Hospital Board will be able to accomplish its work with only one meeting a month. In addition to their regularly scheduled meetings, the Hospital Board has the option of holding "special meetings" at which they usually take up limited or more focused topics. Special Board meetings will be scheduled with the consent of the Board Chair, and the Hospital Board members will be given as much advance notice as possible.

Prior to the end of 2023, staff will bring an item to the Board to adopt regular meeting dates for 2024.

Financial Impact

There is no financial impact associated with this item.

Attachment

A. Meetings Calendar



Board Memo

Executive Sponsor: Steven Salyer, CEO

Agenda Item: Interim Legal Counsel

Meeting Date: October 6, 2022

Recommended Actions

Relieve County Counsel Jason M. Heath from further duties as Interim Legal Counsel.

Executive Summary/Background

On May 11, 2022, the Hospital Board appointed County Counsel Jason M. Heath as Interim Legal Counsel. The appointment was part of a larger agreement with Santa Cruz County under which the County agreed to provide interim services to the Pajaro Valley Health Care District prior to the purchase of Watsonville Community Hospital. The appointment was envisioned to last until approximately September 30, 2022.

The hospital purchase has successfully concluded, and your Board recently hired Noel Caughman of Best Best & Krieger as the Hospital's General Counsel moving forward. Accordingly, it is appropriate to relieve Mr. Heath from further duties as Interim Legal Counsel.

Financial Impact

There is no financial impact associated with this item.