

Board of Directors Minutes –April 21, 2022

**PAJARO VALLEY HEALTH CARE DISTRICT
BOARD OF DIRECTORS
REGULAR MEETING MINUTES
85 NIELSON STREET, KATHLEEN KING ROOM,
WATSONVILLE CA 95076
APRIL 21, 2022**

Meeting was held in a hybrid format

INTRODUCTORY ITEMS

1. CALL TO ORDER

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

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA

3. PUBLIC COMMENT - None

4. CLOSED SESSION

A. REPORT INVOLVING TRADE SECRET

Discussion will concern proposed new service, program, or facility. Estimated date of public disclosure: August 31, 2022.

No reportable action was taken in Closed Session

5. REPORT BACK OF AD HOC AND SUBCOMMITTEES OF THE BOARD

Directors Cox, Friel, Nuñez, and Pimentel provided updates on the progress of the Transition, Immediate Clinical Needs, and Fundraising Subcommittees.

6. ACTION ON THE CONSENT AGENDA (ITEMS 12-17)

MOTION: Director Pimentel motioned to approve the Consent Agenda. Seconded by Director Nuñez and carried by the following vote:

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

Public Comment

Joe Gallagher requested the Immediate Clinical Needs Subcommittee hold an employee-only meeting with Watsonville Community Hospital (WCH) staff to obtain their input.

Roseann Farris spoke about the importance of the Board obtaining input from WCH staff moving forward.

Fred Castillo spoke about challenges in obtaining input from WCH staff and requested the Board visit them at their departments.

REGULAR AGENDA**7. FORMATION OF A NOT-FOR-PROFIT ENTITY (ACTION ITEM)**

An oral report was given by County of Santa Cruz Health Services Agency Director Morales.

The Board discussed the following:

- Timeline, process, and requirements for the formation of a not-for-profit entity
- Continuation of programs and services for Medicare and Medical patients
- Function of the non-profit Board

MOTION: Director Pimentel motioned to approve the direction for staff listed below and request the non-profit corporation be named similarly. Seconded by Director Nuñez and carried by the following vote:

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

Direct staff to form a non-profit corporation with the District being the sole member with the intention of the non-profit corporation operating Watsonville Community Hospital (“WCH”) in order to preserve funding and ensure financial stability of the Hospital moving forward.

8. MEMORANDUM OF UNDERSTANDING BETWEEN THE PAJARO VALLEY HEALTH CARE DISTRICT AND THE PAJARO VALLEY HEALTHCARE DISTRICT PROJECT REGARDING PURCHASE OF THE WATSONVILLE COMMUNITY HOSPITAL (ACTION ITEM)

An oral report was given by County of Santa Cruz Health Services Agency Director Morales.

MOTION: Director Nájera motioned to approve the Memorandum of Understanding listed below. Seconded by Director Gabriel-Cox and carried by the following vote:

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

Approve a Memorandum of Understanding (MOU) between the Pajaro Valley Health Care District (District) and the Pajaro Valley Healthcare District Project (Project), which outlines that the Project will consult with the District Board of Directors on decisions regarding the Watsonville Community Hospital and authorize the Chairperson of the Board of Directors to sign the MOU

9. REQUEST TO SEND A LETTER TO STAFF OF WATSONVILLE COMMUNITY HOSPITAL (ACTION ITEM)

An oral report was given by County of Santa Cruz Health Services Agency Director Morales.

The Board discussed the following:

- Organizing a tour of WCH for the Directors
- Potential for sending out letters updating WCH staff on a regular basis

MOTION: Director Gabriel-Cox motioned to authorize the Pajaro Valley Health Care District Board Chair to make the request listed below. Seconded by Director Nájera and carried by the following vote:

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

Authorize the Pajaro Valley Health Care District (PVHCD) Board Chair to request that the PVHCD Project’s Clinical Business Planning Subcommittee continue with their work to send a letter to Watsonville Community Hospital staff regarding the transition of the purchasing of the hospital.

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

Director Pimentel stated the Special Board of Directors’ meeting scheduled for the following Monday would be virtual only.

11. ADJOURNMENT AT 6:55 P.M.

CONSENT AGENDA

12. APPROVAL OF MINUTES

a) Board of Directors - Regular Meeting – April 7, 2022, 5:00 PM

13. AB 361 RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS

- 1) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID19, pursuant to the requirements of Assembly Bill 361; and
- 2) 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

14. PUBLIC OFFICIALS MANAGEMENT AND EMPLOYMENT PRACTICES LIABILITY INSURANCE (ACTION ITEM)

- 1) Accept and file a report regarding Public Officials Management and Employment Practices Liability Insurance in the amount of \$1 million;
- 2) Request the Clerk of the Board to place on file the Certificate of Insurance; and
- 3) Accept the in-kind donation from the County of Santa Cruz in the amount of \$36,306 to pay for the policy.

15. FUNDRAISING UPDATE

Accept and file the third of recurring updates on fundraising for the acquisition and operation of Watsonville Community Hospital.

16. BACKGROUND INFORMATION ON THE PAJARO VALLEY HEALTHCARE DISTRICT PROJECT

Accept and file a staff report on the background of the Pajaro Valley Healthcare District Project.

17. INFORMATION ON COMMUNITY HEALTH TRUST OF PAJARO VALLEY

Defer a presentation on the Community Health Trust of Pajaro Valley to on or before May 31, 2022.

Approved: _____

John Friel, Chair

Attest: _____

Irwin Ortiz, City Clerk