

PAJARO VALLEY HEALTH CARE DISTRICT

BOARD OF DIRECTORS

REGULAR MEETING MINUTES

AUGUST 4, 2022

5:02 p.m.

Meeting was held via teleconference

INTRODUCTORY ITEMS

1. CALL TO ORDER

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

ABSENT: None

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA – None

3. PUBLIC COMMENT

The following speakers expressed concerns with offer job offer letters distributed to Watsonville Community Hospital's ("WCH") nursing staff, spoke about the key role of nurses for efficient function of the Hospital, and potential negative impacts of eliminating part-time positions:

Laura Flanders-Roush, WCH Registered Nurse
Louise Pearse, WCH Registered Nurse
Jennifer Holm, WCH Registered Nurse
Steve Barrett, WCH Registered Nurse
Karen Skillicorn, WCH Registered Nurse
Michael Hudson, WCH Registered Nurse
Roseann Farris, WCH Registered Nurse
Angelica Arroyo, WCH Registered Nurse

Joe Gallagher spoke about exploring alternatives for stabilizing WCH's finances and the importance of considering its staff's best interests prior to making decisions.

The following speakers expressed concerns with offer letters distributed to Watsonville Community Hospital's (WCH) nursing staff, spoke about the key role of nurses for efficient function of the Hospital, and potential negative impacts of eliminating part-time positions:

Skye Nora Rhodes-Rendon, WCH Registered Nurse
Lizzy, WCH Registered Nurse
Doug Nakatani, WCH Radiologist
Annabelle Covington, WCH Registered Nurse

Chair Friel recessed the meeting into Closed Session at 5:35 p.m.

CLOSED SESSION

4. 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. REPORT INVOLVING TRADE SECRET

Discussion will concern proposed new service, program or facility.
Estimate date of public disclosure: September 30, 2022.

County Counsel Jason Heath stated the Board took no reportable action during the Closed Session.

The meeting was reconvened by Chair Friel at 6:29 p.m.

ROLL CALL:

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

ABSENT: None

5. ACTION ON THE CONSENT AGENDA (ITEMS 12-16)

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

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

5. REPORT BACK OF AD HOC SUBCOMMITTEES OF THE BOARD

Director Nuñez spoke about the \$5 million dollar donation made by Community Foundation Santa Cruz County and the amount still needed to close on the purchase of WCH.

Director Gabriel-Cox stated the Clinical Planning Business Subcommittee discussed service line strategies and the possibility of creating a new subcommittee that would replace the existing one.

Chair Friel spoke about WCH receiving continued accreditation from The Joint Commission.

Director Pimentel spoke about the Transition Subcommittee's continued work with licensing, funding, critical system set-up, and financials.

REGULAR AGENDA

7. ADOPTION OF BYLAWS FOR THE PAJARO VALLEY HEALTH CARE DISTRICT (ACTION ITEM)

Recommended Action(s):

Consider and adopt Bylaws for the Pajaro Valley Health Care District

An oral report was given by County Counsel Jason Heath.

MOTION: Director Pimentel motion to allow the Board time for further review of proposed Bylaws, with suggestions to be sent to County Counsel Jason Heath and the item to be placed on the Agenda for the Board’s next regular meeting. Seconded by Director Gabriel-Cox and carried by the following vote:

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

8. ESTABLISHMENT AND SELECTION OF BOARD TREASURER FOR 2022 (ACTION ITEM)

Recommended Action(s):

Select a Treasurer of the Board to serve for the remainder of 2022.

An oral report was given by County Counsel Jason Heath.

The Board discussed the following:

- Differences in the role the appointed Board Treasurer would perform and those performed by Santa Cruz County Auditor-Controller-Treasurer-Tax Collector Driscoll in her role as Interim District Treasurer.
- Santa Cruz County Auditor-Controller-Treasurer-Tax Collector Driscoll’s responsibilities and scope of authority as the District’s Financial Officer.
- Date Board Treasurer’s appointment would take effect.
- Reason for appointing an Interim District Treasurer.

MOTION: Director Nájera motion to appoint Director Pimentel to serve as Treasurer of the Board for the remainder of 2022, seconded by Director Gabriel-Cox, and carried by the following vote:

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

9. HEALTH DISTRICT FOUNDATION MODEL (INFROMATION ONLY)

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

The Board discussed the following:

- Ensuring proper communication with WCH staff regarding future WCH operations and leadership.
- Reasons a partnership with the Community Health Trust of Pajaro Valley to manage the District’s philanthropic efforts was not possible.

Public Input

DeAndre James, Community Health Trust of Pajaro Valley Executive Director, stated they would continue to support the District.

Laura Flanders-Roush inquired about potential impacts of the District's fundraising partnership with Community Health Trust of Pajaro Valley not moving forward.

10. PRESENTATION TO BOARD OF DIRECTORS ON DETAILS OF HOSPITAL PURCHASE PLAN (INFORMATIONAL ONLY)

A presentation was given by Best Best and Krieger Attorney Noël Caughman.

Public Input

Gloria Amaya inquired about plans to operate WCH with potential loss of nurses due to concerns regarding the offer letter received the prior week.

Teresa Mack, California Nurses Association Labor Representative, inquired if MPT of Watsonville LLC would continue be owning the property where WCH was located, or if there were plans for the property to be purchased by the District. She requested information regarding the need for creating a non-profit organization to operate the Hospital.

Michael Hudson, WCH Registered Nurse, asked if MPT of Watsonville LLC. would retain ownership of the property where WCH was located.

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

Director Nájera requested an item regarding strategic planning.

Director Pimentel requested continued transitional updates.

ADJOURNMENT

The meeting adjourned at 7:31 p.m.

CONSENT AGENDA

12. Approval of Minutes

a) Board of Directors – Regular Meeting – July 21, 2022 – 5:00 p.m.

13. Fundraising Update

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

14. 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 COVID- 19, pursuant to the requirements of Assembly Bill 361.
- 2) Direct Interim District 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.

15. Order an Election for Two Seats on the Health District's Board of Directors and Request the contests be Consolidated with the General Statewide Election on November 8, 2022.

1) Due to a clerical error, rescind the resolution adopted on July 21, 2022, ordering an election, requesting the Santa Cruz County and Monterey County Elections Departments to conduct the election, and requesting the consolidation of the District's election with the General Statewide Election on November 8, 2022.

2) Adopt a new resolution ordering an election and take related action that corrects the error; and

3) Approve incurring the costs of the election.

16. Authorize the Chair of the Board to Execute a Waiver of a Potential Conflict of Interest Related to the Project's Payment of the District's Attorney Fees.

1) Authorize the Chair of the Board to execute a waiver of a potential conflict of interest related to the Project's payment of the District's attorney fees.

Approved: _____
DocuSigned by:
John Friel
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Attest: _____
DocuSigned by:
Irwin Ortiz
95926E9A882E4FA

John Friel, Chair
8/23/2022

Irwin Ortiz, City Clerk