

PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL

BOARD OF DIRECTORS

REGULAR MEETING MINUTES

JULY 7, 2022

5:13 p.m.

Meeting was held via teleconference

INTRODUCTORY ITEMS

1. CALL TO ORDER

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

ABSENT: NONE

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA – None

3. PUBLIC COMMENT – None

4. ACTION ON THE CONSENT AGENDA (ITEMS 11-12)

MOTION: Director Nuñez 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. FUNDRAISING AND EXPESNES UPDATE (EDUCATIONAL ONLY)

Recommended Action(s):

Consider update on fundraising and expenses related to the acquisition and operation of Watsonville Community Hospital (WCH)

A presentation was given by County of Santa Cruz Health Services Agency Assistant Director Tiffany Cantrell-Warren, Pajaro Valley Health Care District Project Treasurer Dori Rose Inda, and Founderwerk Healthcare Division Managing Director Cecilia Montalvo.

Public Input - None

The Board discussed the following:

- Potential tracking of costs for Santa Cruz County and City of Watsonville staff time invested in assisting with Pajaro Valley Health Care District matters
- Budget allocations compared to actual costs incurred to date

6. APPROVAL OF RULES OF CONDUCT FOR THE PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL (ACTION ITEM)

Recommended Action(s):

Consider and approve the Rules of Conduct for the Pajaro Valley Health Care District Hospital

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

Public Input

None

The Board discussed the following:

- How many Directors would be needed to establish quorum in the event any recused themselves due to conflict of interest issues

Best Best and Krieger Attorney Noël Caughman, in answering Director Pimentel, stated that if two Directors were to recused themselves from voting on an item due to conflict of interest, two of three remaining Directors would be considered a majority.

MOTION: Director Pimentel motion to approve the Rules of Conduct for the Pajaro Valley Health Care District Hospital. 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

7. EXECUTORY CONTRACTS (ACTION ITEM)

Recommended Action(s):

1. Authorize staff to renegotiate real estate leases as they come up for renewal, and direct staff to track leases monthly and market excess real estate to potential tenants; and
2. Authorize staff to renegotiate executory contracts related to nine managed care contracts
A presentation was given by Founderwerk Healthcare Division Managing Director Cecilia Montalvo

The Board discussed the following:

- Timeline for reaching final terms on contracts with various insurance companies
- Importance of successful contract negotiations to help WCH reach fiscal sustainability without impacting staff or operations

Public Input - None

The Board of Directors approved staff's request to defer Recommended Action Item 1 to a later meeting in order to allow additional time for necessary research.

MOTION: Director Pimentel motion to authorize staff to renegotiate executory contracts related to nine managed care contracts. Seconded by Director Nuñez and carried by the following vote:

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

8. TRANSITION UPDATE (EDUCATIONAL ONLY)

Recommended Action(s):

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

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

Director Pimentel requested a recurring Closed Session item regarding labor negotiations with current WCH staff to prepare for the transition.

The meeting was adjourned into Closed Session at 6:05 p.m.

CLOSED SESSION

10. 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 EMPLOYMENT (Government Code Section 54957(b)(1))

Title: Chief Executive Officer

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

Agency Negotiator: Monica Morales

Employee: Chief Executive Officer

Report of District Counsel 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 7:15p.m.

CONSENT AGENDA

11. APPROVAL OF MINUTES

a) Board of Directors –Regular Meeting – June 16, 2022 – 5:00 p.m.

12. AB 361 Resolution Authorizing Teleconference Meetings

Recommended Action(s):

- 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; and
- 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.

Approved: _____

DocuSigned by:

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Attest: _____

DocuSigned by:
 John Friel, Chair

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Irwin Ortiz, City Clerk