

PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL

BOARD OF DIRECTORS

REGULAR MEETING AGENDA

Hybrid – Kathleen King Room &
Virtual/Teleconference

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

5:00 p.m.

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

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

May 19, 2022

Agenda documents are available for review in person at the office of the Clerk of the Board, Government Center, 5th Floor, 701 Ocean Street, Room 520; 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 the Clerk of the Board's office at 831-454-2323 (TTY/TDD call 711).

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 make advance arrangements at Clerk of the Board, Room 520, 701 Ocean St., Santa Cruz; or by telephone at (831) 454-2323.

Las sesiones de la Mesa Directiva pueden ser traducidas del inglés al español y del español al inglés. Por favor haga arreglos anticipadamente con la Secretaria de la Mesa Directiva de los Supervisores en el cuarto número 520, 701 Ocean St., Santa Cruz; o por teléfono al número (831) 454-2323.

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

The County of Santa Cruz 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 contact the Clerk of the Board at (831) 454-2323 [TDD: call 711] at least 72 hours 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 – 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 name** 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:

PCHVD Hospital Board of Directors
c/o Clerk of the Board
701 Ocean Street, Room 520
Santa Cruz, CA 95060

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

INTRODUCTORY ITEMS

1. **CALL TO ORDER**
2. **CONSIDERATION OF LATE ADDITIONS TO THE AGENDA**
3. **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 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.

REGULAR AGENDA

4. **ACTION ON THE CONSENT AGENDA (ITEMS 9-10)**
5. **FUNDRAISING PRESENTATION (EDUCATIONAL ONLY)**

Recommended Action(s):
Receive presentation on fundraising efforts to purchase and operate the Watsonville Community Hospital.

6. **CLOSED SESSION**
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: August 31, 2022.

B. **REPORT INVOLVING TRADE SECRET**
Discussion will concern proposed new service, program or facility.
Estimate date of public disclosure: August 31, 2022.

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

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

CONSENT AGENDA

9. **Approval of Minutes**

- a) Board of Directors – Special Meeting – May 11, 2022 - 5:00 p.m.

10. **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 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.

- **End of Consent Agenda** -

Agenda Item 5

From: Interim Administrative Staff

Subject: Educational Presentation on Fundraising

Meeting Date: May 19, 2022

Recommended Actions

Receive presentation on fundraising efforts to purchase and operate the Watsonville Community Hospital.

Executive Summary

Hospital Directors will receive a presentation on ongoing efforts to raise funds from the local community, local businesses, local and out-of-area non-profit Foundations, and local and out-of-area philanthropists.

Background/Analysis

In February 2022, the US Bankruptcy Court awarded the Pajaro Valley Health District Project (PVHDP) as the winning bidder to purchase the Watsonville Community Hospital out of bankruptcy. This set off a public campaign to raise funds to complete the purchase.

The Capital requirements for the purchase and operational deficits of the hospital total \$63,000,000. To date, the Pajaro Valley Healthcare District Project's efforts have raised \$24,994,030 in committed funds towards this effort. An anticipated \$20,000,000 in funds is expected from a prior request of the State of California in its FY23 budget. This leaves a remainder of \$17,715,970 to be raised from the Philanthropic Capital Campaign. Hospital Directors will receive a presentation by the Project fundraising committee on ongoing efforts to raise funds.

Financial Impact

There is no financial impact associated with this item.

**PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL
BOARD OF DIRECTORS
REGULAR MEETING MINUTES
VIRTUAL/TELECONFERENCE
MAY 11, 2022**

Meeting was held in a virtual format

INTRODUCTORY ITEMS

1. CALL TO ORDER: 5:00 PM

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

2. WELCOME AND INTRODUCTIONS

COUNTY OF SANTA CRUZ STAFF ASSISTING WITH THE HOSPITAL BOARD INTRODUCED THEMSELVES.

COUNTY OF SANTA CRUZ

Mónica Morales, Director of Health Services Agency

3. SELECTION OF ORGANIZATION OFFICERS FOR 2022 (ACTION ITEM)

The Board discussed the following:

- Selection process for filling positions (by title versus function)

MOTION: Director Pimentel motioned to appoint Director Friel as Chairperson. Seconded by Director Nuñez and carried by the following vote:

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

MOTION: Director Pimentel motioned to appoint Director Nájera as Vice Chairperson. Seconded by Director Nuñez and carried by the following vote:

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

MOTION: Director Pimentel motioned to appoint Director Nuñez as Secretary. Seconded by Director Nuñez and carried by the following vote:

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

MOTION: Director Pimentel motioned to appoint Director Pimentel as Treasurer. Seconded by Director Nuñez and carried by the following vote:

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

4. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA

5. PUBLIC COMMENT – None

REGULAR AGENDA

6. APPOINTMENT OF LEGAL COUNSEL (ACTION ITEM)

The Board discussed the following:

- Selection process for legal services
- Potential conflicts and how they will be resolved

MOTION: Director Nájera motioned to appoint the Santa Cruz County Counsel to act as legal counsel for the District on an interim basis, accept additional legal services from the law firms of Best Best & Krieger and Pillsbury Winthrop Shaw Pittman, and authorize the Chair of the Board to sign any documents related to the retainer of these firms. Seconded by Director Nuñez and carried by the following vote:

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

7. SELECTION OF RULES OF PARLIAMENTARY PROCEDURE (ACTION ITEM)

MOTION: Director Pimentel motioned to adopt Rosenberg’s Rules of Order as the rules of parliamentary procedure for conducting meeting business. 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. APPROVAL OF AGENDA FORMAT (ACTION ITEM)

MOTION: Director Gabriel-cox motioned to approve the agenda format. Seconded by Director Nájera and carried by the following vote:

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

9. SCHEDULING PVHCDH REGULAR MEETING DATES FOR 2022 (ACTION ITEM)

The Board discussed:

- Alternate scheduling processes for similar governance structures
- Appearance of listed start time on the agenda

MOTION: Director Nuñez motioned to schedule the first and third Thursdays of the month at 5:00 p.m. as the date and time for the Board’s regularly scheduled meetings for 2022.

Seconded by Director Pimentel and carried by the following vote:

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

10. ASSEMBLY BILL 361 RESOLUTION AUTHORIZATION (ACTION ITEM)

The Board discussed:

- Impact of AB361 expiration date

MOTION: Director Nuñez motioned to adopt a resolution authorizing teleconference meetings under Assembly Bill 361. Seconded by Director Nájera and carried by the following vote:

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

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. APPROVAL OF BYLAWS FOR THE PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL (ACTION ITEM)

MOTION: Director Pimentel motioned to approve the Bylaws for the Pajaro Valley Health Care District Hospital. Seconded by Director Gabriel-Cox and carried by the following vote:

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

12. SUBMISSION OF HOSPITAL LICENSING AND CHANGE OF OWNERSHIP APPLICATIONS (ACTION ITEM)

The Board discussed:

- Licensing deadlines

MOTION: Director Pimentel motioned to authorize interim administrative staff to submit applications to government agencies to transfer operating licenses and ownership for the Watsonville Community Hospital to the Pajaro Valley Health Care District Hospital and authorize the Board Chair & Vice Chair to sign any documents associated with the application process. Seconded by Director Gabriel-Cox and carried by the following vote:

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

MEETING ADJOURNED AT 5:33 P.M.

Approved: _____

John Friel, Chair

Attest: _____

Juliette Burke, Deputy Clerk of the Board

Consent Item 10

From: Interim District Administrative Staff

Subject: AB 361 Resolution Authorizing Teleconference Meetings

Meeting Date: May 19, 2022

Recommended Actions:

- 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 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.

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 District 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. On May 10, 2022, the Board adopted a resolution ordering the use of teleconference meetings as authorized under AB 361 and directed staff to return within 30 days with a further recommendation on the issue.

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**

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 District has an important governmental interest in protecting the health, safety, and welfare of those who participate in meetings of the District; 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 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. Interim District Administrative 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. Interim District Administrative 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 this ____ day of _____, 20__, by the following vote:

- AYES:
- NOES:
- ABSENT:
- ABSTAIN:

Chair, Board of Directors

ATTEST: _____
Clerk of the Board

Approved as to Form:

District Counsel