

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

September 15, 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 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 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 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 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 Board of Directors
c/o Clerk of the Board
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

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.

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

REGULAR AGENDA

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

Recommended Action(s): None

6. TRANSITION UPDATE (EDUCATIONAL ONLY)

Recommended Action(s): Consider presentation on the transition of the Watsonville Hospital Corporation to new ownership.

7. ITEM REMOVED

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

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

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 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.

- End of Consent Agenda -