



**MARIN HEALTHCARE DISTRICT**  
100-B Drakes Landing Road, Suite 250  
Greenbrae, CA 94904

**BOARD OF DIRECTORS  
REGULAR MEETING**

**Tuesday, September 8, 2015 @ 7:00 pm**  
Marin General Hospital, Conference Center

**MINUTES**

**1. Call to Order**

Chair Simmonds called the Regular Meeting to order at 7:07 pm.

**2. Roll Call**

BOARD MEMBERS PRESENT: Chair Harris Simmonds, MD; Vice Chair Ann Sparkman; Secretary Jennifer Rienks; Director Larry Bedard, MD; Director Jennifer Hershon

STAFF PRESENT: Lee Domanico, Chief Executive Officer; Colin Coffey, District Counsel; Jon Friedenber, CAO; Jim McManus, CFO; Louis Weiner, Executive Assistant to the Boards

**3. General Public Comment**

None.

**4. Approval of Agenda**

Director Bedard moved to approve the agenda as presented. Secretary Rienks seconded.  
Vote: all ayes.

**5. Approval of the Minutes of the Regular Meeting of August 11, 2015**

Vice Chair Sparkman moved to approve the minutes of the Regular Meeting of August 11, 2015 as presented. Director Bedard seconded. Vote: all ayes.

**6. Safety Update**

CEO Domanico reported that patient safety continues to improve due to Operation Safety and employee education. The rate of reportable incidents is down by more than 60% in the past 2 years.

There was no public or Board comment.

**7. Review and Approve Marin Healthcare District / Cardiology Associates of Marin Amendment to Professional Services Agreement and Amendment to Co-Management Agreement**



The documents for this agenda item (Transaction Summary and Due Diligence Checklist) were not included in the packet but were handed out at the meeting. Counsel Coffey explained the delay due to issues that arose which needed resolution, including the required comprehensive Fair Market Value analysis.

The Transaction Summary provides details of the amendment to the Professional Services Agreement (PSA) and the amendment to the Co-Management Agreement (COMA). Mr. Coffey explained that CAM's establishing a new office in Sonoma is in the best interests of the Marin Healthcare District, has received no objection from Sonoma Valley Hospital or its medical staff, and would provide services closer to patients its 1206b clinic already serves. Because this new office is outside the boundaries of the Marin Healthcare District, it requires approval of the District Board of Directors.

CAO Jon Friedenbergh offered further explanation about the COMA and its need for amendment, adding that cardiology service volume is expected to increase as a result, with favorable conditions for continuity. The Fair Market Value analysis was performed by Penny Stroud, CEO of MD Ranger, and required terms are met. He emphasized that the Board action of approving these amended agreements is time sensitive with a downside risk if delayed.

Chair Simmonds expressed concern that the Board members, having received this information at the meeting, did not have enough time for normal scrutiny, and that it was not presented to the MGH Board initially. Mr. Domanico noted that the next MGH Board meeting is not until November and requested approval at this meeting, after which he can present it to the MGH Board's Executive Committee in special session for review and approval.

There was no public comment and no further Board comment.

Director Bedard moved to approve the MHD/CAM Amendment to Professional Services Agreement and Amendment to Co-Management Agreement. Vice Chair Sparkman seconded. Roll call: Simmonds: abstain. Sparkman: aye. Rienks: aye. Bedard: aye. Hershon: nay. Vote: ayes prevail.

#### **8. Review and Approve Clinic Practice Site in Sonoma for Cardiovascular Services**

This new agreement is for sublease from Sonoma Valley Healthcare for office space for MHD's 1206(b) clinic for vascular surgery services. Mr. Coffey went over points in the transaction summary and explained that it is similar to the previous MHD/CAM agreement amendments in that it provides services in demand in Sonoma. Cardiovascular surgical procedures would still be performed at MGH.

There was no public comment and no further Board comment.



Secretary Rienks moved to approve the Sublease Agreement for Clinic Practice Site in Sonoma for Cardiovascular Services. Vice Chair Sparkman seconded. Vote: all ayes.

**9. Review and Approve Union Bank Funds Transfer Authorization and Union Bank Global Treasury Management Agreement, and Board Resolutions Incorporated in the Agreements**

CFO James McManus explained that because of a change in personnel (of Ms. Jean Noonan as Controller) the Board must approve the updated Funds Transfer Authorization (FTA) and Global Treasury Management Agreement. This authorization is for wire transfers between accounts and not for check signing.

Secretary Rienks moved to approve the FTA and Agreement as presented. Vice Chair Sparkman seconded. There was no further comment. Vote: all ayes.

**10. Review and Approve Pursuit of “Certification Status” with Association of California Healthcare Districts (ACHD)**

Secretary Rienks requests the Board pursue “Certification Status” with ACHD to demonstrate “best practices in governance.” The requirements include the publishing of an Annual Report, which this Board has not previously done.

Secretary Rienks moved to approve pursuit of “Certification Status” with ACHD. Director Hershon seconded. Vote: all ayes.

**11. Update: Bond Oversight Committee**

CEO Domanico reported that there are 6 qualified community applicants for the committee of 5 to 7 members. One of the applicants is a resident of Novato, outside of the District. Chair Simmonds, Director Bedard, CEO Domanico and CFO McManus will interview the applicants and choose membership. The committee will be in place by early November.

**12. Committee Meeting Reports**

MHD Finance and Audit Committee: Director Bedard reported that the Committee did not meet in August and there is no report.

MHD Lease & Building Committee: Vice Chair Sparkman reported that the Committee met on August 31. West Marin Senior Services representatives were present to support their application for a Community Health Grant from MHD, providing a revised budget and additional information subsequent to their presentation at the June 22 meeting of this Committee. The Committee recommends awarding the grant to WMSS in the full amount requested, \$50,000. The 2015 Community Health Grant budget contains \$55,000. For the remaining \$5,000 the Committee recommended awarding that to Whistlestop as an additional grant to the \$15,000 already awarded.

Vice Chair Sparkman moved to approve awarding the Community Health Grant to West Marin Senior Services for \$50,000. Secretary Rienks seconded. Vote: all ayes.



Chair Simmonds moved to approve awarding the Community Health Grant to Whistlestop for \$5,000. Director Bedard seconded. Vote: all ayes.

### **13. Reports**

District CEO and Hospital CEO's Report: Construction of the garage is proceeding on schedule, and MGH 2.0 continues on schedule and on budget. Operation results for July exceeded budget and continues to exceed budget YTD. The first of two linear accelerators is installed and in clinical operation. Sterile Processing and OR management is improving, with positive feedback from physicians. Patient satisfaction continues to improve through patient interviews, nursing communication and discharge coordination. MGH Foundation fundraising campaign is doing very well with pledges coming and more in process, and the Foundation Annual Golf Tournament is sold out well in advance of the September 28 date. The MGH Board Strategic Planning Retreat is October 23-24.

Chair's Report: Chair Simmonds had nothing to report.

Board Members' Reports: Director Bedard reported his attending a retreat with Congressman Jared Huffman, who is coming to MGH soon for a tour.

### **14. Future Agenda Items**

- Health Information Exchange (HIE) Report, suggested by Secretary Rienks. CEO Domanico suggested that Joel Sklar, MD and Mark Zielazinski would be the ones to report.
- ACHD Certification Update, suggested by Secretary Rienks.
- RxSafe Marin and Drug Takeback Program, suggested by Director Bedard.

### **15. Adjournment**

Chair Simmonds adjourned the meeting at 8:28 pm