MARIN HEALTHCARE DISTRICT

100-B Drake's Landing Road, Suite 250, Greenbrae, CA 94904 **Telephone: 415-464-2090** **Fax: 415-464-2094**
www.marinhealthcare.org info@marinhealthcare.org

TUESDAY, DECEMBER 12, 2017

6:30 pm: Special Open Meeting / Board Study Session
7:00 pm: Regular Open Meeting

Board of Directors:
Chair: Ann Sparkman, JD
Vice Chair: Harris Simmonds, MD
Secretary: Jennifer Hershon, RN, MSN
Directors: Larry Bedard, MD
Jennifer Rienks, PhD

Location:
Marin General Hospital
Conference Center
250 Bon Air Road
Greenbrae, CA 94904

Staff:
Lee Domanico, CEO
Colin Coffey, District Counsel
Louis Weiner, Executive Assistant

AGENDA

		Tab #
6:30 PM: SPECIAL OPEN MEETING / BOARD STUDY SESSION		
1. Call to Order and Roll Call	Sparkman	
2. General Public Comment *Any member of the audience may make statements regarding any items on the agenda. Statements are limited to a maximum of three (3) minutes. Please state and spell your name if you wish it to be recorded in the minutes.*	Sparkman	
3. Update on Hospital Replacement Project "MGH 2.0"	Coss	#1
4. Adjournment of Special Open Meeting / Board Study Session	Sparkman	
7:00 PM: REGULAR MEETING		
1. Call to Order and Roll Call	Sparkman	
2. General Public Comment *Any member of the audience may make statements regarding any items NOT on the agenda. Statements are limited to a maximum of three (3) minutes. Please state and spell your name if you wish it to be recorded in the minutes.*	Sparkman	
3. Approval of Agenda (action)	Sparkman	
4. Approval of Minutes of Regular Meeting of November 14, 2017 (action)	Sparkman	#2

A copy of the agenda for the Regular Meeting will be posted and distributed at least 72 hours prior to the meeting.
In compliance with the Americans with Disabilities Act, if you require accommodations to participate in a District meeting please contact the District office at 415-464-2090 (voice) or 415-464-2094 (fax) at least 48 hours prior to the meeting.
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TUESDAY, DECEMBER 12, 2017

6:30 pm: Special Open Meeting / Board Study Session
7:00 pm: Regular Open Meeting

5.	Review Q2 2017 MGH Performance Metrics & Core Services Quarterly Report	Domanico	#3
6.	Committee Meeting Reports		
	a. MHD Finance & Audit Committee (met November 28)	Bedard	
	(1) Approval of Compensation Terms of Renewal of Professional Services Agreement for Cardiology Services in the District's 1206(b) Cardiology Clinic, and of Renewal of Co-Management Agreement for the MHD-MGH Cardiovascular Service Line (action)		#4
	(2) Approve MHD Operating Budget for FY 2018 (action)		#5
	(3) Approve MHD 1206(b) Clinics Budget for FY 2018 (action)		#6
	b. MHD Lease & Building Committee (met November 29)	Rienks	
	c. MGH-MHD Joint Nominating Committee (met October 25)	Sparkman	#7
	(1) Approval of Nomination of Denise M. Lucy for Membership on the Marin General Hospital Board of Directors (action)		
	d. Citizens' Bond Oversight Committee (met November 15)	Lava	
7.	Reports		
	a. District CEO's Report	Domanico	
	(1) 2018 Meetings Schedule: Proposed Revision (action)		#8
	b. Hospital CEO's Report	Domanico	
	c. Chair's Report	Sparkman	
	d. Board Members' Reports	All	
8.	Agenda Items Suggested for Future Meetings	All	
9.	Adjournment of Regular Meeting	Sparkman	

Next Regular Meeting: Tuesday, January 9, 2018, 7:30 p.m.

A copy of the agenda for the Regular Meeting will be posted and distributed at least 72 hours prior to the meeting.
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Tab 1

MARIN GENERAL HOSPITAL

MGH 2.0

MHD District Board

Status Report

December 12, 2017

Agenda

- Construction Safety
- Steel Issues
- Status Report
- OSHPD Update
- Major Activity Summary
- MGH 2.0 – Emergency Room Exam Room – Mock Up Evaluation
- Construction Contract Budget Update
- Questions

Construction Safety

Project	Total Work Hours	Safety Incidents
Hospital + West Wing Make Ready	185,000	1
Total:	**185,000 Hours**	**1 Incidents**

MARIN GENERAL HOSPITAL

Steel Issues

Major Steel Issue: Steel columns and other steel modifications were made during fabrication. The modifications were not per approved plan and not OSHPD approved. This has delayed placement of concrete at the decks. Currently, OSHPD has approved a solution to these modification issues and any delay will be made up by the contractors.

Status Report - Schedule Milestones

Schedule Milestones (Oct 2017)				
OSHPD HRB Increment Design Schedule				
Activity	**Risk**	**Target**	**Actual**	**Comments**
Increment #5 - Interior		08/07/17	10/10/17	
Inc. #6 - Exterior		08/07/17	08/16/17	
Inc. #7 - Seismic Anchorage & Bracing		08/15/17	08/17/17	
Construction Schedule				
Activity	**Risk**	**Target**	**Actual**	**Comments**
Steel Erection Start		May 2017	May 2017	
Foundations Start (BM - 5%)		Sept. 2016	Oct. 2016	
Steel Structure Install Start (BM - 12%)		Dec. 2016	May 2017	
Steel Structure Topping Off (BM - 20%)		Aug. 2017	Sept. 2017	
Concrete Slab on Metal Decks (SOMD) Start		July 2017	Nov. 2017	Projected First Deck Pour
Concrete SOMDs Complete		Nov 2017		
Curtain Wall Install Start (BM - 25%)		Dec 2017		
Interior Rough Start (BM - 30%)		Aug 2017	Nov/Dec 2017	Projected Date
Interior Finishes Start		Mar 2018		
Production Drywall Start (BM - 50%)		Apr 2018		
Permanent Power Complete		Aug 2018		
Begin Fire Alarm Testing (BM - 80%)		Jan 2019		
Exterior Complete (BM - 80%)		Feb 2019		
Begin Punchlist		Jan 2019		

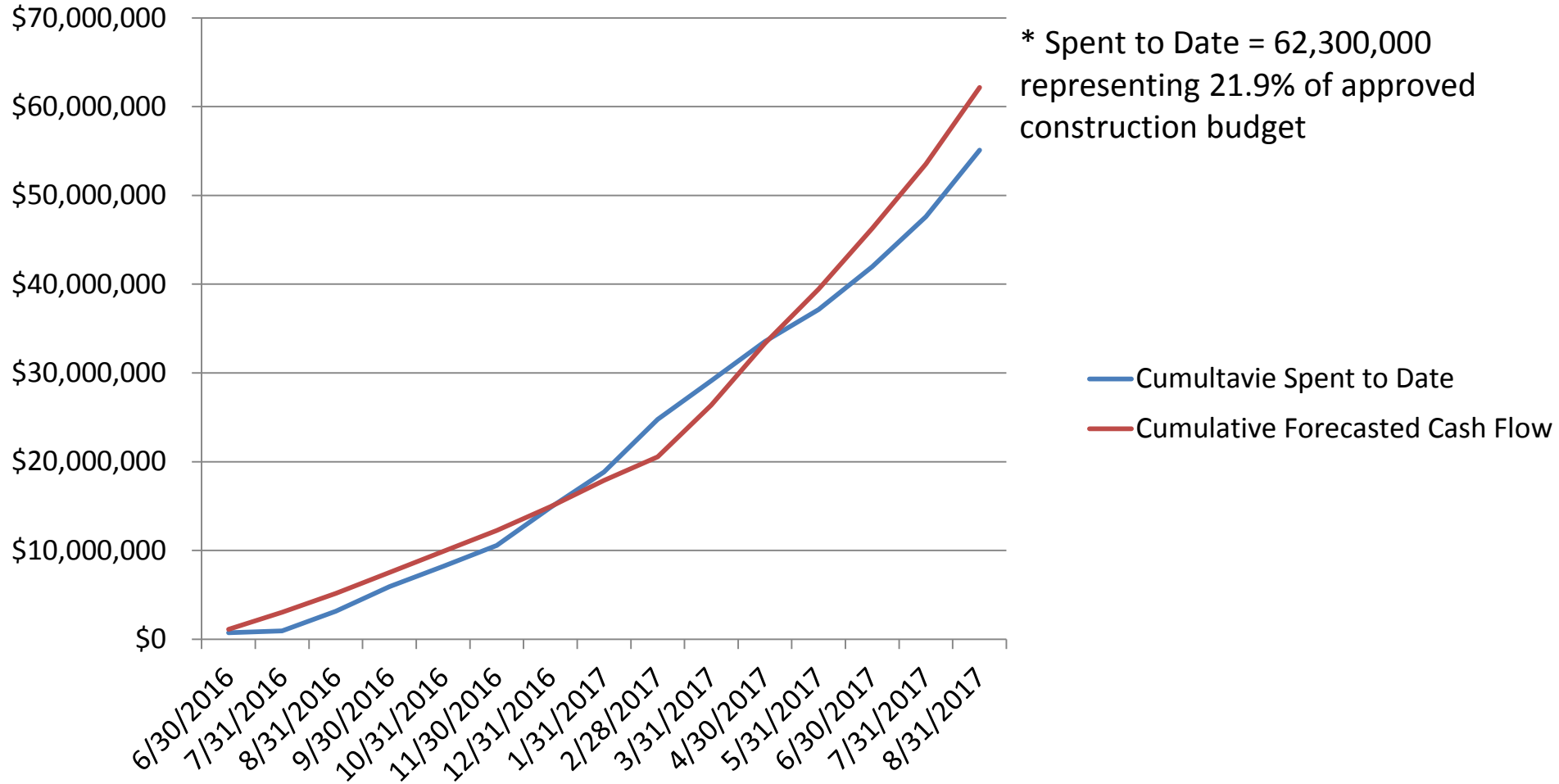
Status Report - Schedule Milestones

Weather / Rain Bank (Oct 2017)				
Activity	**Risk**	**Approved**	**Used to Date**	**Comments**
Work Days Through end of March 2017		57	21	
Sonoma/Napa County Smoke Impact			5	
Upcoming Activites				
	Risk	**Target**	**Actual**	**Comments**
ED Exam Room Mock-up review		09/01/17	10/01/17	
Site Utility		11/01/17		80% Complete
West Wing Roof		11/01/17	11/1/17	
West Wing Connection		11/15/17		
Bon Air Repave		11/13/17		Work at Night
Schedule Impact				
	Risk	**Comments**		
Increment 3 - Shoring Schedule Delay		1.5 month delay		
Increment 4 - Steel		1 month delay		
Increment 5 - Interior		2 week delay		
Steel Issue		To Be Determined		
Risk Category				
Green		**On Track**		
Yellow		**Medium Impact: Potential Risk / Unresolved**		
Red		**Critical or High Impact**		

Status Report – Project Risk

Project Risk – Issues (Oct 2017)		
Risk	**Item**	**Status**
	Steel Issue	Schedule Impacts - To Be Determined
	Concrete Deck Pour - North Tower	Critical Path
	West Wing Construction Connection	Start Early
	Elevators	Track Schedule
	Initial Guaranteed Maximum Price (IGMP) Construction Buyout	Potential to use up to $2.2M from Hospital Contingency
	Construction Schedule: Shoring, Foundation, and Steel	4 to 6 weeks Behind Schedule

Status Report – Construction Contract Cash Flow – Oct 2017



* Spent to Date = 62,300,000 representing 21.9% of approved construction budget

Status Report - Contingency, Owner Changes & Project Budget

Contingency (Oct 2017)			
Owner		**Construction**	
Contingency at Start of Construction (A) = $	20,300,000	Contingency at Start of Construction =	12,130,579
Total Owner Changes (Pending + Final) (B) = $	3,108,000	% of Contingency Items (Pending+Final) =	19.5%
Total Contingency Remaining (A - B) = **$**	**17,192,000**	Total Contingency Remaining =	9,769,325

Owner Changes		
Owner Change Order # - Description	**Cost ($)**	**Status: Pending (P) Final (F)**
#3 - Re-roof West Wing PACU roof (Level 2) area	**100,000**	**P**
#4 - Copper Allowance	**500,000**	**P**
#5 - Estimate GMP Buyout	**2,200,000**	**P**
Total =	**2,800,000**	

Project Budget			
Risk		Approved Budget	Forecast
	MGH 2.0 Project Budget Total	**439,736,000**	**439,736,000**

Project Schedule			
Risk		Approved Schedule	Forecast
	MGH 2.0 Project Hospital OSHPD Completion	**January 2020**	**January 2020**
	MGH 2.0 Project Hospital First Patient	**June 2020**	**June 2020**

MGH 2.0 New HRB Project Status Report

MGH 2.0 New Hospital Replacement (HRB) Project Status Report

October 2017

Schedule Milestones

OSHPD HRB Increment Design Schedule

Activity	Risk	Target	Actual	Comments
Increment #5 - Interior		08/07/17	10/05/17	
Inc. #6 - Exterior		08/07/17	08/06/17	
Inc. #7 - Seismic Anchorage & Bracing		08/15/17	08/17/17	

Construction Schedule

Activity	Risk	Target	Actual	Comments
Steel Erection Start		May 2017	May 2017	
Foundations Start (BM - 5%)		Sept. 2016	Oct. 2016	
Steel Structure Install Start (BM - 12%)		Dec. 2016	May 2017	
Steel Structure Topping Off (BM - 20%)		Aug. 2017	Sept. 2017	
Concrete Slab on Metal Decks (SOMD)		July 2017	Oct. 2017	
Concrete SOMDs Complete		Nov 2017		
Curtain Wall Install Start (BM - 25%)		Dec 2017		
Interior Rough Start (BM - 30%)		Aug 2017	Need Date	
Interior Finishes Start		Mar 2018		
Production Drywall Start (BM - 50%)		Apr 2018		
Permanent Power Complete		Aug 2018		
Begin Fire Alarm Testing (BM - 80%)		Jan 2019		
Exterior Complete (BM - 80%)		Feb 2019		
Begin Punchlist		Jan 2019		

Weather / Rain Bank

Activity	Risk	Approved	Used to Date	Comments
Work Days Through end of March 2017		57	21	
Sonoma/Napa County Smoke Impact			5	

Upcoming Activites

	Risk	Target	Actual	Comments
ED Exam Room Mock-up review		09/01/17	10/01/17	
Site Utility		11/01/17		80% Complete
West Wing Roof		11/01/17		
West Wing Connection		11/15/17		

Schedule Impact

	Risk	Comments
Increment 3 - Shoring Schedule Delay		1.5 month delay
Increment 4 - Steel		1 month delay
Increment 5 - Interior		2 week delay
Steel Issue		To Be Determined

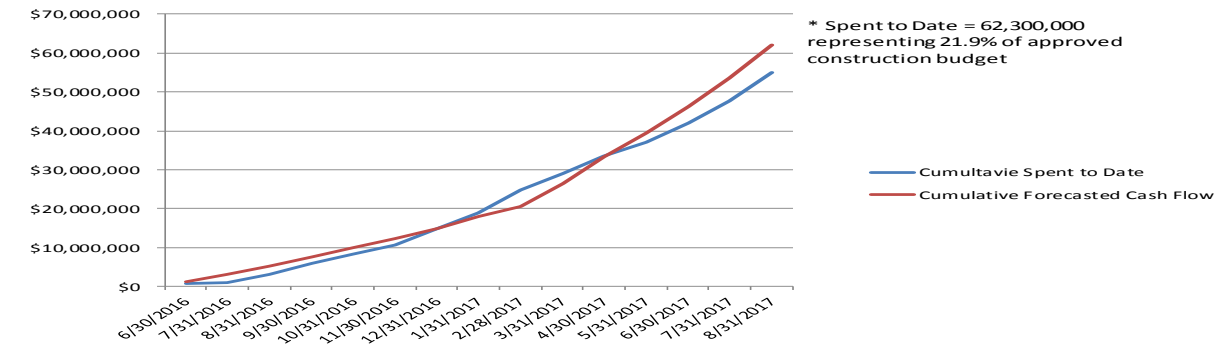
Risk Category

Green		On Track
Yellow		Meduim Impact: Potential Risk / Unresolved
Red		Critical or High Impact

Project Risk - Issues

Risk	Item	Status
	Steel Issue	Schedule Impacts - To Be Determined
	Concrete Deck Pour - North Tower	Critical Path
	West Wing Construction Connection	Start Early
	Elevators	Track Schedule
	Initial Guaranteed Maximum Price (IGMP) Construction Buyout	Potential to use up to $2.2M from Hospital Contingency
	Construction Schedule: Shoring, Foundation, and Steel	4 to 5 weeks Behind Schedule

Cash Flow - Construction



Contingency

Owner			Construction	
Contingency at Start of Construction (A) =	$	20,300,000	Contingency at Start of Construction =	12,130,579
Total Owner Changes (Pending + Final) (B) =	$	3,108,000	% of Contingency Items (Pending+Final) =	19.5%
Total Contingency Remaining (A - B) =	$	**17,192,000**	Total Contingency Remaining =	9,769,325

Owner Changes

Owner Change Order # - Description	Cost ($)	Status: Pending (P) Final (F)
#3 - Re-roof West Wing PACU roof (Level 2) area	100,000	P
#4 - Copper Allowance	500,000	P
#5 - Estimate GMP Buyout	2,200,000	P
Total =	2,800,000	

Project Budget

Risk		Approved Budget	Forecast
	MGH 2.0 Project Budget Total	439,736,000	439,736,000

Project Schedule

Risk		Approved Schedule	Forecast
	MGH 2.0 Project Hospital OSHPD Completion	January 2020	January 2020
	MGH 2.0 Project Hospital First Patient	June 2020	June 2020

OSHPD Update

The first “Quarterly Meeting” was held with OSHPD on 10/25/17:

- Agreement on joint team review of outstanding design coordination Amended Construction Document (“ACD”) backlog for the hospital.
- OSHPD adjusted staffing providing senior experience in large projects
- Identified multiple options for Field Design modifications / clarifications

MGH 2.0 – Major Activity Summary**

ID	Activity Name	2017 Q4	2018 Q1	2018 Q2
	Structure			
	Slab on Grade			
	Slab on Metal Deck			
	Exterior			
	Curtain Wall Units			
	Exterior Metal Panels			
	Interior			
	Top Track			
	Fireproofing			
	Fire Sprinkler Rough-In			
	Plumbing Rough-In			
	Priority Wall Framing			
	Mechanical Rough-In			
	Electrial Rough-In			
	Production Wall Framing			

** Note: Based on First Deck Pour 11/14/17

MARIN GENERAL HOSPITAL

MGH 2.0 – Emergency Dept. Exam Room Mock-up Evaluation

- Upper and Lower Cabinets - Add door combination locks
- Extend 12 inch desk counter to 14 inch to 18 inch with curved corner
- Add trash bin cabinet with hole in counter and toe kick opening
- Sink - provide low water flow regulator to lessen water splash
- Glove Dispenser - move to under cabinets and add box to upper cabinets that requires change to casework
- Sharps Container - move to right side of upper cabinets and use smaller container size
- At Cabinet/Counter - change electrical duplex outlet to quad outlet
- Add additional electrical outlets at headwall
- Add 1 additional chair
- At side walls (left and right side of bed) – add one more electrical duplex outlet
- Television and Bracket – Go to smaller size television (42inch) and add swing arm mount in lieu of fixed mount
- Add 48 inch Hinge Horizontal Work Surface – Provide wall backing ; Hospital to supply counter in future project

MGH 2.0 - Design Build Hospital Construction Budget

GMP #	OSHPD Increment	Budget	Nov 2017
IGMP#1*	INC 3 - Shoring & Excavation	$15.3M	$15.3M
IGMP#2*	INC 6 - Exterior	$25.9M	$25.9M
IGMP#3A*	INC 4 – Foundations & Structure- Structural Steel	Subtotal of IGMP#3: $46.9M	$13.2M
IGMP#3B*	INC 4 – Foundations & Structure- Concrete		$19.3M
IGMP#3C*	INC 4 – Foundations & Structure- Metal Deck, Misc. Metals/Stairs		$4.5M
IGMP#3D*	INC 4 – Foundations & Structure- Elevators		$6.6M
IGMP#3E*	INC 4 – Waterproofing & Under Slab Utilities		$5.6M
	Total	**See Next Page**	

**Initial Guaranteed Maximum Price*
***Final Guaranteed Maximum Price*

MGH 2.0 - Design Build Hospital Construction Budget (cont.)

GMP #	OSHPD Increment	Budget	Nov 2017
IGMP#4A*	INC 5 – Mechanical, Plumbing, Fire Protection, Electrical	Subtotal of IGMP 4 & FGMP#5: $202.4M	$104.3M
IGMP#4B*	INC 5 - Pneumatic Tube and Partial Release of Integrated Technology		$2.5M
IGMP#4C*	INC 5 – Remaining Integrated Technology & Fireproofing		$20.2M
IGMP#4D*	INC 5 – Drywall/Early Utilities (Water)		$28.3M
IGMP#4*	INC 5 – Remaining Design-Assist/Design Build Trades & Indirect Costs		$15.9M
IGMP#4E*	INC 5 – Early Doors Frames and Hardware		$.9M
FGMP#5**	INC 5 – Remaining Direct Costs to Bid		$32.4M
	Budget Transfer (August 2017 BBC)	$1M	
	Budget Transfer (Information Technology)	$1.2M	
	Total:	**$292.7M**	**$294.9M**
	Variance:		**- $2.2M**

**Initial Guaranteed Maximum Price*
***Final Guaranteed Maximum Price*

Design Build Hospital Construction Budget

Next Steps:

- Final Conversion of Remaining Design-Assist Work Categories(Part A/Part B) — Now
- Receive Bids for Construction Prioritized Bid Packages (Part of Remaining Direct Costs) — Now
  - -Roofing
  - -Wall Insulation/Edge of Slab
  - -Doors Frames Hardware
  - -Miscellaneous Metals Wave II
- Incorporate Post Permit Design Updates Into a Consolidated Bid Set — Dec 2017
- Bid Remaining Direct Cost Packages — Feb 2018
- Prepare and Submit Final Guaranteed Maximum Price Package — April 2018

Tab 2

MARIN HEALTHCARE DISTRICT
BOARD OF DIRECTORS
REGULAR MEETING
Tuesday, November 14, 2017
Marin General Hospital, Conference Center

MINUTES

1. **Call to Order and Roll Call**
Chair Sparkman called the meeting to order at 7:00 pm.

Board Members Present: Chair Ann Sparkman; Vice Chair Harris Simmonds, MD; Secretary Jennifer Hershon; Director Larry Bedard, MD; Director Jennifer Rienks
Staff Present: Jon Friedenberg, COO; James McManus, CFO; Mark Zielazinski, CITIO; Linda Lang, CHRO; Louis Weiner, Executive Assistant
Absent: Lee Domanico, CEO

2. **General Public Comment**
There was no public comment.

3. **Approval of Agenda**
Secretary Hershon moved to approve the agenda as presented. Director Bedard seconded. Vote: all ayes.

4. **Approval of Minutes of Regular Meeting of October 10, 2017**
Director Rienks moved to approve the minutes as presented. Secretary Hershon seconded. Vote: all ayes.

5. **Committee Meeting Reports**
a. MHD Lease & Building Committee
Director Rienks reported on the meeting of October 25. The next MHD Community Health Seminar will be January 30, 2018, on "Opioid Crisis" presented by Dr. Ramo Naidu, MGH Medical Director of Pain Management, and Dr. Matt Willis of Marin County Department of Public Health.
Regarding Community Health Grants, no grant applications will be considered at this time as the entire 2018 budget is dedicated to the MGH Behavioral Health program.

b. MHD Finance & Audit Committee
Chair Sparkman reported on the meeting of October 31, a Special Study Session of the Full MHD Board attended by Chair Sparkman, Vice Chair Simmonds, and Secretary Hershon. The Amendment to the Professional Services Agreement between MHD and Stanford Healthcare, providing for another vascular surgeon, was reviewed and approved. It was explained that the vascular surgeon was scheduled to begin on Nov. 13 and that the agreement was delayed in processing, thus the short notice for approval. The Board

members attending individually expressed displeasure at the short notice and short time for review.

At that meeting, Mr. McManus gave the financial report, remarking on the current GO Bonds and upcoming Revenue Bonds. MHD is currently operating under budget. The 1206(b) clinics are off budget by $1.1 million. Cardiovascular Associates of Marin (CAM) financial status will be reported on in more detail at the next Board meeting. The CAM agreement renewal is forthcoming at the next F&A Committee meeting again in Special Study Session of the full Board, and then to the full Board in Regular Meeting.

Vice Chair Simmonds reiterated his admonition that enough time be given in advance for review of such issues.

c. MGH-MHD Joint Nominating Committee

Chair Sparkman reported on the meeting of October 25. The Joint Nominating Committee – whose purpose is to choose whom to invite to serve on the MGH Board of Directors – is made of the MGH Board Nominating Committee joined by two members of the MHD Board (currently Chair Sparkman and Vice Chair Simmonds). The Committee interviewed the final candidate for the one vacancy, Dr. Denise Lucy, whom they then agreed upon unanimously. In accordance with the MGH Board Bylaws, her candidacy first will be presented for approval to the MGH Board, and then to the MHD Board for final approval.

6. Reports

a. District COO's Report

Mr. Friedenberg announced that the Cardiovascular Associates of Marin (CAM) new 5-year agreement will be presented to the MHD Board Finance & Audit Committee on November 28 and then to the full MHD Board on December 12.

b. Hospital COO's Report

Mr. Friedenberg reported that the SwipeSense system in use for hand hygiene, which monitors and counts staff hand washing/gelling in and out of patient rooms, is increasingly successful: housewide utilization is past 70%, the highest in the nation for this technology, and efforts will continue to further increase its use.

Efforts to improve patient satisfaction are fully deployed after a 15-month rollout, and improvements are evident and significant. Scores have exceeded the 50th percentile for 5 out of the last 8 months. Data will be shown at the next Board meeting.

Regarding employee satisfaction, Ms. Linda Lang reported that a mid-year survey showed significant improvement in "excellent place to work" responses, and improved engagement as shown by strong participation at Employee Forums, "Re-igniting the Spirit of Caring" Program, and Unit Council Meetings.

c. Chair's Report

Chair Sparkman had nothing further to report.

d. Board Members' Reports

Secretary Hershon expressed concern about the continuum of care at the Skilled Nursing Facilities (SNF) that MGH patients are discharged to. Mr. Friedenberg explained that most Skilled Nursing Facilities in Marin have undergone changes in ownership this past year and that economic changes have increased their financial risk. He has met with senior executives at Smith Ranch about their situation. MGH's discharge planners face increased challenges. Mr. McManus explained that for Comprehensive Joint Replacement (CJR) program patients, discharge planning changes now have allowed for reduced SNF days and discharge to monitored home care, a benefit to patients.

Vice Chair Simmonds reported that he attended the Estes Park Healthcare Conference in San Francisco last month, and found it extremely interesting.

Director Bedard reported he attended a national meeting and was on the "Weed Wars" panel.

Director Rienks requested that the MHD Travel Policy be reviewed at the next meeting of the Finance and Audit Committee.

7. Agenda Items Suggested for Future Meetings

No items were suggested.

8. Adjournment of Regular Meeting

Chair Sparkman adjourned the meeting at 7:36 pm.

Tab 3

MARIN GENERAL HOSPITAL

250 Bon Air Road, Greenbrae, CA 94904
t » 415-925-7000

Marin General Hospital

Performance Metrics and Core Services Report

2nd Quarter 2017

December 5, 2017

Marin General Hospital

Performance Metrics and Core Services Report: **2nd Quarter 2017**

TIER 1 PERFORMANCE METRICS

In accordance with Tier 1 Performance Metrics requirements, the MGH Board is required to meet each of the following minimum level requirements:

		Frequency	Status	Notes
(A) Quality, Safety and Compliance	1. MGH Board must maintain MGH's Joint Commission accreditation, or if deficiencies are found, correct them within six months.	Quarterly	In Compliance	The Joint Commission granted MGH an "Accredited" decision with an effective date of July 16, 2016 for a duration of 36 months. Next survey to occur in 2019.
	2. MGH Board must maintain MGH's Medicare certification for quality of care and reimbursement eligibility.	Quarterly	In Compliance	MGH maintains its Medicare Certification.
	3. MGH Board must maintain MGH's California Department of Public Health Acute Care License	Quarterly	In Compliance	MGH maintains its license with the State of California.
	4. MGH Board must maintain MGH's plan for compliance with SB 1953.	Quarterly	In Compliance	MGH remains in compliance with SB 1953 (California Hospital Seismic Retrofit Program).
	5. MGH Board must report on all Tier 2 Metrics at least annually.	Annually	In Compliance	4Q 2016 (Annual Report) was presented to MGH Board and to MHD Board in June 2017.
	6. MGH Board must implement a Biennial Quality Performance Improvement Plan for MGH.	Annually	In Compliance	MGH Performance Improvement Plan for 2017 was presented for approval to the MGH Board in June 2017.
	7. MGH Board must include quality improvement metrics as part of the CEO and Senior Executive Bonus Structure for MGH.	Annually	In Compliance	CEO and Senior Executive Bonus Structure includes quality improvement metrics.
(B) Patient Satisfaction and Services	MGH Board will report on MGH's HCAHPS Results Quarterly.	Quarterly	In Compliance	**Schedule 1**
(C) Community Commitment	1. In coordination with the General Member, the MGH Board must publish the results of its triennial community needs assessment conducted with other regional providers pursuant to SB 697 (1994) to assess MGH's performance at meeting community health care needs and its planning for meeting those needs.	Annually	In Compliance	Community Health and Education Report was presented to the MGH Board and to the MHD Board in June 2017.
	2. MGH Board must provide community care benefits at a sufficient level to maintain MGH's non-profit tax exempt status.	Quarterly	In Compliance	MGH continues to provide community care and has maintained its tax exempt status.
(D) Physicians and Employees	MGH Board must report on all Tier 2 "Physician and Employee" Metrics at least annually.	Annually	In Compliance	Physician and Employee metrics were presented to the MGH Board and to the MHD Board in June 2017.
(E) Volumes and Service Array	1. MGH Board must maintain MGH's Scope of Acute Care Services as reported to OSHPD.	Quarterly	In Compliance	All services have been maintained.
	2. MGH Board must maintain MGH's services required by Exhibit G to the Loan Agreement between the General Member and Marin County, dated October 2008, as long as the Exhibit commitments are in effect.	Quarterly	In Compliance	All services have been maintained.
(F) Finances	1. MGH Board must maintain a positive operating cash-flow (operating EBITDA) for MGH after an initial phase in period of two fiscal years, and then effective as a performance metric after July 1, 2012, with performance during the phase in period monitored as if a Tier 2 metric.	Quarterly	In Compliance	**Schedule 2**
	2. MGH Board must maintain revenue covenants related to any financing agreements or arrangements applicable to the financial operations of MGH.	Quarterly	In Compliance	**Schedule 2**

Marin General Hospital

Performance Metrics and Core Services Report: **2nd Quarter 2017**

TIER 2 PERFORMANCE METRICS

In accordance with Tier 2 Performance Metrics requirements, the General Member shall monitor and the MGH Board shall provide necessary reports to the General Member on the following metrics:

		Frequency	Status	Notes
(A) Quality, Safety and Compliance	MGH Board will report on efforts to advance clinical quality efforts, including performance metrics in areas of primary organizational focus in MGH's Performance Improvement Plan (including Clinical Quality Reporting metrics and Service Line Quality Improvement Goals as developed, e.g., readmission rates, patient falls, "never events," process of care measures, adverse drug effects, CLABSI, preventive care programs).	Quarterly	In Compliance	**Schedule 3**
(B) Patient Satisfaction and Services	1. MGH Board will report on ten HCAHPS survey rating metrics to the General Member, including overall rating, recommendation willingness, nurse and physician communication, responsiveness of staff, pain management, medication explanations, cleanliness, room quietness, post-discharge instruction.	Quarterly	In Compliance	**Schedule 1**
	2. MGH Board will report external awards and recognition.	Annually	In Compliance	External awards and recognition report was presented to the MGH Board and the MHD Board in June 2017.
(C) Community Commitment	1. MGH Board will report all of MGH's cash and in-kind contributions to other organizations.	Quarterly	In Compliance	**Schedule 4**
	2. MGH Board will report on MGH's Charity Care.	Quarterly	In Compliance	**Schedule 4**
	3. MGH Board will maintain a Community Health Improvement Activities Summary to provide the General Member, providing a summary of programs and participation in community health and education activities.	Annually	In Compliance	Community Health and Education Report was presented to the MGH Board and to the MHD Board in June 2017.
	4. MGH Board will report the level of reinvestment in MGH, covering investment in excess operating margin at MGH in community services, and covering funding of facility upgrades and seismic compliance.	Annually	In Compliance	Reinvestment and Capital Expenditure Report was presented to the MGH Board and to the MHD Board in June 2017.
	5. MGH Board will report on the facility's "green building" status based on generally accepted industry environmental impact factors.	Annually	In Compliance	"Green Building" Status Report was presented to the MGH Board and to the MHD Board in June 2017.
(D) Physicians and Employees	1. MGH Board will provide a report on new recruited physicians by specialty and active number of physicians on staff at MGH.	Annually	In Compliance	Physician Report was presented to the MGH Board and to the MHD Board in June 2017.
	2. MGH Board will provide a summary of the results of the Annual Physician and Employee Survey at MGH.	Annually	In Compliance	Physician and Employee metrics were presented to the MGH Board and to the MHD Board in June 2017.
	3. MGH Board will analyze and provide information regarding nursing turnover rate, nursing vacancy rate, and net nursing staff change at MGH.	Quarterly	In Compliance	**Schedule 5**
(E) Volumes and Service Array	1. MGH Board will develop a strategic plan for MGH and review the plan and its performance with the General Member.	Annually	In Compliance	The updated MGH Strategic Plan was presented to the MGH Board on October 28, 2017.
	2. MGH Board will report on the status of MGH's market share and Management responses.	Annually	In Compliance	MGH's market share and management responses report was presented to the MGH Board on October 28, 2017.
	3. MGH Board will report on key patient and service volume metrics, including admissions, patient days, inpatient and outpatient surgeries, emergency visits.	Quarterly	In Compliance	**Schedule 2**
	4. MGH Board will report on current Emergency services diversion statistics.	Quarterly	In Compliance	**Schedule 6**
(F) Finances	1. MGH Board will provide the audited financial statements.	Annually	In Compliance	The MGH 2016 Independent Audit was completed on April 28, 2017.
	2. MGH Board will report on its performance with regard to industry standard bond rating metrics, e.g., current ratio, leverage ratios, days cash on hand, reserve funding.	Quarterly	In Compliance	**Schedule 2**
	3. MGH Board will provide copies of MGH's annual tax return (form 990) upon completion to General Member.	Annually	In Compliance	The MGH 2016 Form 990 was filed on November 15, 2017.

Schedule 1: HCAHPS

(Hospital Consumer Assessment of Healthcare Providers & Systems)

- **Tier 1, Patient Satisfaction and Services**
  The MGH Board will report on MGH's HCAHPS Results Quarterly.
- **Tier 2, Patient Satisfaction and Services**
  The MGH Board will report on ten HCAHPS survey rating metrics to the General Member, including overall rating, recommendation willingness, nurse and physician communication, responsiveness of staff, pain management, medication explanations, cleanliness, room quietness, post-discharge instruction.

Marin General Hospital
Overall Hospital HCAHPS
Trending by Quarter

Scores displayed here are based on interviews from CMS submitted data for the selected time periods.
Mode adjustments and ESTIMATED Patient Mix Adjustments have been applied to the dimension scores.
Scores for the individual questions do not have adjustments applied.

FY 2019 VBP Thresholds				3Q 2016	4Q 2016	1Q 2017	2Q 2017
70.85	78.62	84.83	**Overall rating**	**69.53**	**66.56**	**65.74**	**71.00**
			Would Recommend	**78.85**	**72.99**	**71.17**	**74.91**
78.69	83.29	86.97	**Communication with Nurses**	**75.04**	**69.58**	**70.53**	**75.84**
			Nurse Respect	84.92	84.83	83.04	87.25
			Nurse Listen	78.00	71.97	74.35	78.52
			Nurse Explain	78.39	68.15	71.30	79.45
80.32	84.93	88.62	**Communication with Doctors**	**78.08**	**76.46**	**76.48**	**75.10**
			Doctor Respect	89.55	86.36	85.40	85.49
			Doctor Listen	79.00	78.75	82.17	80.63
			Doctor Explain	78.00	76.57	74.78	76.59
65.16	73.49	80.15	**Responsiveness of Staff**	**62.27**	**59.28**	**52.72**	**63.35**
			Call Button	65.50	58.40	57.36	66.07
			Bathroom Help	71.84	72.96	63.08	67.83
CMS removed from VBP			**Pain Management**	**66.97**	**63.30**	**62.54**	**67.11**
			Pain Controlled	70.21	64.82	60.36	70.06
			Help with Pain	78.72	76.77	79.53	76.97
63.26	68.97	75.53	**Communication about Medications**	**64.76**	**51.55**	**52.96**	**58.62**
			Med Explanation	82.46	69.64	74.05	77.86
			Med Side Effects	57.66	44.05	41.67	44.78
65.58	73.07	79.06	**Hospital Environment**	**55.54**	**52.02**	**50.31**	**54.76**
			Cleanliness	70.56	66.55	64.76	69.02
			Quiet	53.73	50.69	50.66	54.90
87.05	89.73	91.87	**Discharge Information**	**86.45**	**89.29**	**89.02**	**88.88**
			Help After Discharge	89.13	89.93	90.52	90.00
			Symptoms to Monitor	88.77	93.66	91.51	92.56
			Number of Surveys	**201**	**292**	**231**	**256**

Thresholds Color Key:
National 95th percentile
National 75th percentile
National average, 50th percentile

Scoring Color Key:
At or above 95th percentile
At or above 75th percentile
At or above 50th percentile
Below 50th percentile

Official VPB (Value-Based Purchasing) monthly trending HCAHPS results are distributed by MGH Quality Management on the 15th of each month.

Schedule 2: Finances

- **Tier 1, Finances**
  The MGH Board must maintain a positive operating cash-flow (operating EBIDA) for MGH after an initial phase in period of two fiscal years, and then effective as a performance metric after July 1, 2012, with performance during the phase in period monitored as if a Tier 2 metric. The MGH Board must maintain revenue covenants related to any financing agreements or arrangements applicable to the financial operations of MGH.
- **Tier 2, Volumes and Service Array**
  The MGH Board will report on key patient and service volume metrics, including admissions, patient days, inpatient and outpatient surgeries, emergency visits.

Financial Measure	1Q 2017	2Q 2017	3Q 2017	4Q 2017
EBIDA $	$10,159	$10,091 ($20,250 total)		
EBIDA %	9.84%	9.70%		

Loan Ratios				
Current Ratio	3.79	4.35		
Debt to Capital Ratio	31.0%	30.8%		
Debt Service Coverage Ratio	3.77	4.11		
Debt to EBIDA %	1.66	1.77		

Key Service Volumes				
Acute discharges	2,299	2,292 (4,591 total)		
Acute patient days	10,729	10,061 (20,790 total)		
Average length of stay	4.67	4.53		
Emergency Department visits	8,972	9,061 (18,033 total)		
Inpatient surgeries	435	478 (913 total)		
Outpatient surgeries	1,120	1,249 (2,369 total)		
Newborns	272	294 (566 total)		

Schedule 3: Clinical Quality Reporting Metrics

- **Tier 2, Quality, Safety and Compliance**
  The MGH Board will report on efforts to advance clinical quality efforts, including performance metrics in areas of primary organizational focus in MGH's Performance Improvement Plan (including Clinical Quality Reporting metrics and Service Line Quality Improvement Goals as developed, e.g., readmission rates, patient falls, "never events," process of care measures, adverse drug effects, CLABSI, preventive care programs).

CLINICAL QUALITY METRICS DASHBOARD

Metrics are publicly reported on
CalHospital Compare (www.calhospitalcompare.org)
and
Centers for Medicare & Medicaid Services (CMS)
Hospital Compare (www.hospitalcompare.hhs.gov/)

MARIN GENERAL HOSPITAL DASHBOARD
CLINICAL QUALITY METRICS
Publicly Reported on CalHospital Compare (www.calhospitalcompare.org)
and Centers for Medicare & Medicaid Services (CMS) Hospital Compare (www.hospitalcompare.hhs.gov/)

METRIC	CMS**	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Q2 %	Q2-2017 Num/Den	Rolling %	Rolling Num/Den
♦ Venous Thromboembolism (VTE) Measures																	
Hospital acquired potentially-preventable VTE +	0%	0%	0%	0%	N/A	N/A	N/A	N/A	N/A	0%	0%	N/A	N/A	**0%**	0/1	**0%**	0/6
♦ Global Immunization (IMM) Measures																	
Influenza immunization (season October-March)	100%	N/A	N/A	N/A	90%	92%	87%	87%	93%	97%	N/A	N/A	N/A	**92%**	239/259	**91%**	473/520
♦ Stroke Measures																	
Thrombolytic therapy	100%	N/A	N/A	100%	100%	100%	100%	100%	100%	N/A	100%	N/A	100%	**100%**	3/3	**100%**	11/11
♦ Perinatal Care Measure																	
Elective delivery +	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	N/A	**0%**	0/28	**0%**	0/104
♦ Psychiatric (HBIPS) Measures																	
Hours of physical restraint use	0.41	0.05	0.10	0.93	0.29	0.62	0.00	0.00	0.05	0.00	0.00	0.00	0.05	**0.00**	N/A	**0.17**	N/A
Hours of seclusion use	0.21	0.00	0.00	0.01	0.00	0.00	0.00	0.21	0.05	0.00	0.00	0.00	0.00	**0.00**	N/A	**0.13**	N/A
Patients discharged on multiple antipsychotic medications with appropriate justification	36%	89%	100%	100%	71%	100%	90%	73%	60%	45%	70%	90%	0%	**76%**	16/21	**79%**	75/95
Alcohol use screening	71%	88%	83%	70%	100%	86%	93%	96%	93%	84%	93%	97%	N/A	**95%**	104/109	**90%**	460/513
♦ ED Inpatient (ED) Measures																	
Median time (mins) ED arrival to ED departure +	258***	313.00	306.00	328.00	281.00	306.00	328.00	281.00	369.00	398.00	345.50	312.00	303.00	**320.17**	184 cases	**308.79**	719 cases
Admit decision median time (mins) to ED departure time +	88***	88.00	78.00	91.00	74.00	78.00	91.00	74.00	80.00	79.50	101.00	141.50	93.00	**111.83**	184 cases	**93.67**	710 cases
♦ ED Outpatient (ED) Measures																	
Median time (mins) ED arrival to ED discharge +	141***	156.00	127.00	115.00	125.50	165.00	153.00	160.50	150.00	127.00	160.00	158.00	149.54	**155.85**	446 cases	**149.54**	375 cases
Door to diagnostic evaluation by qualified medical personnel +	23***	22.00	18.50	16.00	27.50	26.00	32.50	50.00	30.50	33.50	22.00	22.50	38.00	**28.50**	102 cases	**28.50**	405 cases
♦ Outpatient Pain Management Measure																	
Median time (mins) to pain management for long bone fracture +	52***	67.00	42.50	76.50	53.00	42.00	74.00	58.00	94.00	57.00	77.00	77.00	44.50	**66.17**	36 cases	**63.54**	160 cases
♦ Outpatient Stroke Measure																	
Head CT/MRI results for stroke patients within 45 mins of ED arrival	69%***	0%	N/A	N/A	50%	N/A	50%	N/A	100%	100%	N/A	N/A	50%	**50%**	1/2	**50%**	5/10
♦ Endoscopy Measures																	
Endoscopy/polyp surveillance: Appropriate follow-up interval for normal colonoscopy in average risk patients	100%	100%	100%	100%	89%	100%	80%	100%	100%	100%	100%	100%	88%	**95%**	19/20	**96%**	90/94
Endoscopy/polyp surveillance: Colonoscopy interval for patients with a history of adenomatous polyps - avoidance of inappropriate use	100%	100%	100%	100%	100%	100%	100%	92%	100%	95%	100%	95%	100%	**98%**	54/55	**98%**	175/178

** CMS Top Decile Benchmark
*** National Average
+ Lower number is better

♦ Acute Care Readmissions - 30 Day Risk Standardized

METRIC	CMS National Average	July 2010 - June 2013	July 2011 - June 2014	July 2012 - June 2015	July 2013 - June 2016
Acute Myocardial Infarction Readmission Rate	16.30%	15.90%	16.10%	16.10%	15.20%
Heart Failure Readmission Rate	21.60%	**23.00%**	**22.80%**	**22.50%**	20.19%
Pneumonia Readmission Rate	16.90%	15.00%	14.10%	15.10%	16.80%
COPD Readmission Rate	19.80%	19.00%	18.40%	18.50%	18.70%
Total Hip Arthroplasty and Total Knee Arthroplasty Readmission Rate	4.40%	**5.30%**	4.60%	4.50%	4.00%
Coronary Artery Bypass Graft Surgery (CABG)	13.80%		**15.60%**	13.60%	**14.30%**
Stroke Readmission Rate	12.20%	12.10%	11.10%	10.00%	9.90%
METRIC	**CMS National Average**	**July 2010 - June 2013**	**July 2011 - June 2014**	**July 2014 - June 2015**	**July 2015 - June 2016**
Hospital-Wide All-Cause Unplanned Readmission (HWR)	15.30%	14.40%	14.90%	14.60%	15.00%

♦ Agency for Healthcare Research and Quality Measures (AHRQ - Patient Safety Indicators)

METRIC	CMS National Average	Oct 2010 - June 2012	July 2011 - June 2013	July 2012 - June 2014	July 2013 - June 2015
Complication/Patient Safety Indicators PSI 90 (Composite)	0.90	Worse than national average	Worse than national average	No different than national average	No different than national average
Death among surgical patients with serious complications	136.48 per 1,000 patient discharges	No difference than national average	No different than national average	No different than national average	No different than national average

♦ Outpatient Measures (Claims Data)

METRIC	CMS National Average	July 2012 - June 2013	July 2013 - June 2014	July 2014 - June 2015	July 2015 - June 2016
Outpatient with low back pain who had an MRI without trying recommended treatments first, such as physical therapy	39.80%	Not Available	Not Available	Not Available	Not Available
Outpatient who had follow-up mammogram, ultrasound, or MRI of the breast within 45 days after the screening on the mammogram	8.80%	7.40%	6.70%	7.20%	6.80%
Outpatient CT scans of the abdomen that were "combination" (double) scans +	7.80%	5.60%	6.10%	4.10%	5.60%
Outpatient CT scans of the chest that were "combination" (double) scans +	1.80%	40.00%	30.00%	40.00%	10.00%
Outpatients who got cardiac imaging stress tests before low-risk outpatient surgery +	4.80%	2.60%	2.90%	4.00%	3.30%
Outpatients with brain CT scans who got a sinus CT scan at the same time +	1.60%	2.30%	1.80%	1.00%	0.40%
METRIC	**CMS National Average**			**Jan 2013 - Dec 2013**	**Jan 2014 - Dec 2014**
Patient left Emergency Dept. before being seen	2.00%			1.00%	1.00%

♦ Structural Measures

METRIC	2016				
Safe Surgery Checklist Use	Yes				
Hospital Survey on Patient Safety Culture	Yes				

+ Lower Number is Better

♦ Surgical Site Infection						
METRIC	**National Standardized Infection Ratio (SIR)**	**Oct 2014 - Sept 2015**	**Jan 2015 - Dec 2015**	**July 2015 - June 2016**	**Oct 2015 - Sept 2016**	
Colon surgery	1	0.8	0.75	1.95	.097	
Abdominal hysterectomy	1	not published**	not published**	not published**	1.02	
♦ Healthcare Associated Infections (All units including ICU)						
METRIC	**National Standardized Infection Ratio (SIR)**	**Jan 2014 -June 2015**	**Jan 2015 - Sept 2015**	**Jan 2015 - Dec 2015**	**July 2015 - June 2016**	
Central Line Associated Blood Stream Infection Rate (CLABSI)	1	0.37	0.26	0.20	not published**	
Catheter Associated Urinary Tract Infection (CAUTI)	1	0.27	0.20	0.29	0.61	
♦ Healthcare Associated Infections (ICU)						
METRIC	**National Standardized Infection Ratio (SIR)**	**July 2014 - June 2015**	**Oct 2014 - Sept 2015**	**Jan 2015 - Dec 2015**	**July 2015 - June 2016**	
Central Line Associated Blood Stream Infection Rate (CLABSI)	1	0.28	0.28	0.26	not published**	
Catheter Associated Urinary Tract Infection (CAUTI)	1	**1.13**	0.56	0.00	not published**	
♦ Healthcare Associated Infections (Inpatients)						
METRIC	**National Standardized Infection Ratio (SIR)**	**Oct 2014 - Sept 2015**	**Jan 2015 - Dec 2015**	**July 2015 - June 2016**	**Oct 2015 - Sept 2016**	
Clostridium Difficile	1	**1.35**	**1.55**	**2.02**	**2.02**	
Methicillin Resistant Staph Aureus Bacteremia (MRSA)	1	0.00	0.00	0.67	0.69	
♦ Healthcare Personnel Influenza Vaccination						
METRIC	**CMS National Average**	**Oct 2013 - March 2014**	**Oct 2014 - March 2015**	**Oct 2015 - March 2016**		
Healthcare Personnel Influenza Vaccination	86%	**71%**	**81%**	**95%**		
♦ Surgical Complications						
METRIC	**CMS National Average**	**April 2010- March 2013**	**April 2011 - March 2014**	**April 2012 - March 2015**	**April 2013 - March 2016**	
Hip/knee complication: Hospital-level risk -- Standardized complication rate (RSCR) following elective primary total hip/knee arthoplasty	2.8%	**4.4%**	**3.6%**	**3.6%**	2.7%	
♦ Cost Efficiency						
METRIC	**CMS National Average**	**Jan 2013 - Dec 2013**	**Jan 2014 - Dec 2014**	**Jan 2015 - Dec 2015**		
Medicare spending per beneficiary (All)	0.99	**1.01**	**1.00**	**1.00**		
METRIC	**CMS National Average**	**July 2010 - June 2013**	**July 2011 thru June 2014**	**July 2012 thru June 2015**	**July 2013 thru June 2016**	
Acute Myocardial Infarction payment per episode of care	$23,119	$20,850	$22,019	$22,564	$21,192	
Heart Failure payment per episode of care	$16,190		$16,871	$17,575	$16,904	
Pneumonia payment per episode of care	$17,026		$14,889	$14,825	$17,429	
Hip and Knee Replacement	$22,567				$22,502	
♦ Mortality Measures - 30 Day						
METRIC	**CMS National Average**	**July 2010 - June 2013**	**July 2011 - June 2014**	**July 2012 - June 2015**	**July 2013 - June 2016**	
Acute Myocardial Infarction Mortality Rate	13.00%	12.60%	11.70%	11.10%	12.90%	
Heart Failure Mortality Rate	11.90%	**12.00%**	**12.60%**	11.80%	11.70%	
Pneumonia Mortality Rate	15.90%	**12.20%**	**12.30%**	**17.40%**	15.90%	
COPD Mortality Rate	8.00%	7.80%	7.30%	7.30%	7.96%	
Stroke Mortality Rate	14.60%	15.20%	13.40%	12.20%	11.70%	
CABG 30-day Mortality Rate (PD 2017)	3.20%		2.60%	2.60%	**3.46%**	

** Insufficient data to calculate SIR

Schedule 4: Community Benefit Summary

- **Tier 2, Community Commitment**
  The Board will report all of MGH's cash and in-kind contributions to other organizations.
  The Board will report on MGH's Charity Care.

Cash & In-Kind Donations (these figures are not final and are subject to change)					
	1Q 2017	**2Q 2017**	**3Q 2017**	**4Q 2017**	**Total 2017**
Brain Injury Network	$ 638	$ 0			$ 638
Buckelew	20,000	0			20,000
Coastal Health Alliance	25,000	0			25,000
Community Institute for Psychotherapy	25,000	0			25,000
ExtraFood.org	0	3,000			3,000
Healthy Aging Symposium	1,000	0			1,000
Heart Walk	2,500	0			2,500
Homeward Bound	150,000	0			150,000
Marin Center for Independent Living	25,000	0			25,000
Marin Community Clinics	131,000	0			131,000
Marin Senior Fair	0	2,000			2,000
MHD 1206(b) Clinics	2,389,270	2,685,442			5,074,712
Prima Foundation	1,918,748	1,918,748			3,837,496
Relay For Life	5,000	0			5,000
Ritter Center	25,000	0			25,000
RotaCare Free Clinic	15,000	625			15,625
Senior Access, adult day program	15,000	0			15,000
South Asian Heart Center	450	0			450
Summer Solstice	760	0			760
To Celebrate Life	0	15,000			15,000
Whistlestop	15,000	0			15,000
Zero Breast Cancer	0	20,000			20,000
Total Cash Donations	**$ 4,764,366**	**$ 4,644,815**			**$ 9,409,181**
Compassionate discharge medications	347	0			347
Meeting room use by community based organizations for community-health related purposes.	2,550	2,259			4,809
Food donations	940	940			1,880
Total In Kind Donations	**$ 3,837**	**$ 3,199**			**$ 7,036**
Total Cash & In-Kind Donations	**$ 4,768,203**	**$ 4,648,014**			**$ 9,416,217**

Schedule 4, continued

Community Benefit Summary

(these figures are not final and are subject to change)

	1Q 2017	2Q 2017	3Q 2017	4Q 2017	Total 2017
Community Health Improvement Services	$ 20,879	$ 31,157			$ 52,036
Health Professions Education	83,151	68,371			151,522
Cash and In-Kind Contributions	4,768,203	4,648,014			9,416,217
Community Benefit Operations	16,583	2,945			19,528
Community Building Activities	7,266	0			7,266
Traditional Charity Care *Operation Access total is included	583,586	588,843			1,172,429
Government Sponsored Health Care (includes Medi-Cal & Means-Tested Government Programs)	7,327,035	7,828,397			15,155,432
Community Benefit Subtotal (amount reported annually to State & IRS)	**$ 12,806,703**	**13,167,727**			**$ 25,974,430**
Unpaid Cost of Medicare	22,315,528	20,926,912			43,242,440
Bad Debt	244,306	475,903			720,209
Community Benefit, Community Building, Unpaid Cost of Medicare and Bad Debt Total	**$ 35,366,537**	**$ 34,570,542**			**$ 69,937,079**

Operation Access

Though not a Community Benefit requirement, MGH has been participating with Operation Access since 2000. Operation Access brings together medical professionals and hospitals to provide donated outpatient surgical and specialty care for the uninsured and underserved.

	1Q 2017	2Q 2017	3Q 2017	4Q 2017	Total 2017
*Operation Access charity care provided by MGH (waived hospital charges)	$ 107,133	$ 141,887			$ 249,020
Costs included in Charity Care	20,622	40,724			61,346

Schedule 5: Nursing Turnover, Vacancies, Net Changes

- **Tier 2, Physicians and Employees**
  The MGH Board will analyze and provide information regarding nursing turnover rate, nursing vacancy rate, and net nursing staff change at MGH.

Turnover Rate				
Period	Number of Clinical RNs	Terminated		Rate
		Voluntary	Involuntary	
2Q 2016	510	22	4	5.10%
3Q 2016	531	15	3	3.39%
4Q 2016	537	12	1	2.42%
1Q 2017	537	13	1	2.61%
2Q 2017	540	12	2	2.59%

Vacancy Rate							
Period	Open Per Diem Positions	Open Benefitted Positions	Filled Positions	Total Positions	Total Vacancy Rate	Benefitted Vacancy Rate of Total Positions	Per Diem Vacancy Rate of Total Positions
2Q 2106	29	74	510	613	16.80%	12.07%	4.73%
3Q 2016	33	68	531	636	16.51%	10.69%	5.19%
4Q 2016	39	82	537	658	18.39%	12.46%	5.93%
1Q 2017	36	76	537	649	17.26%	11.71%	5.55%
2Q 2017	32	62	540	634	14.83%	9.78%	5.05%

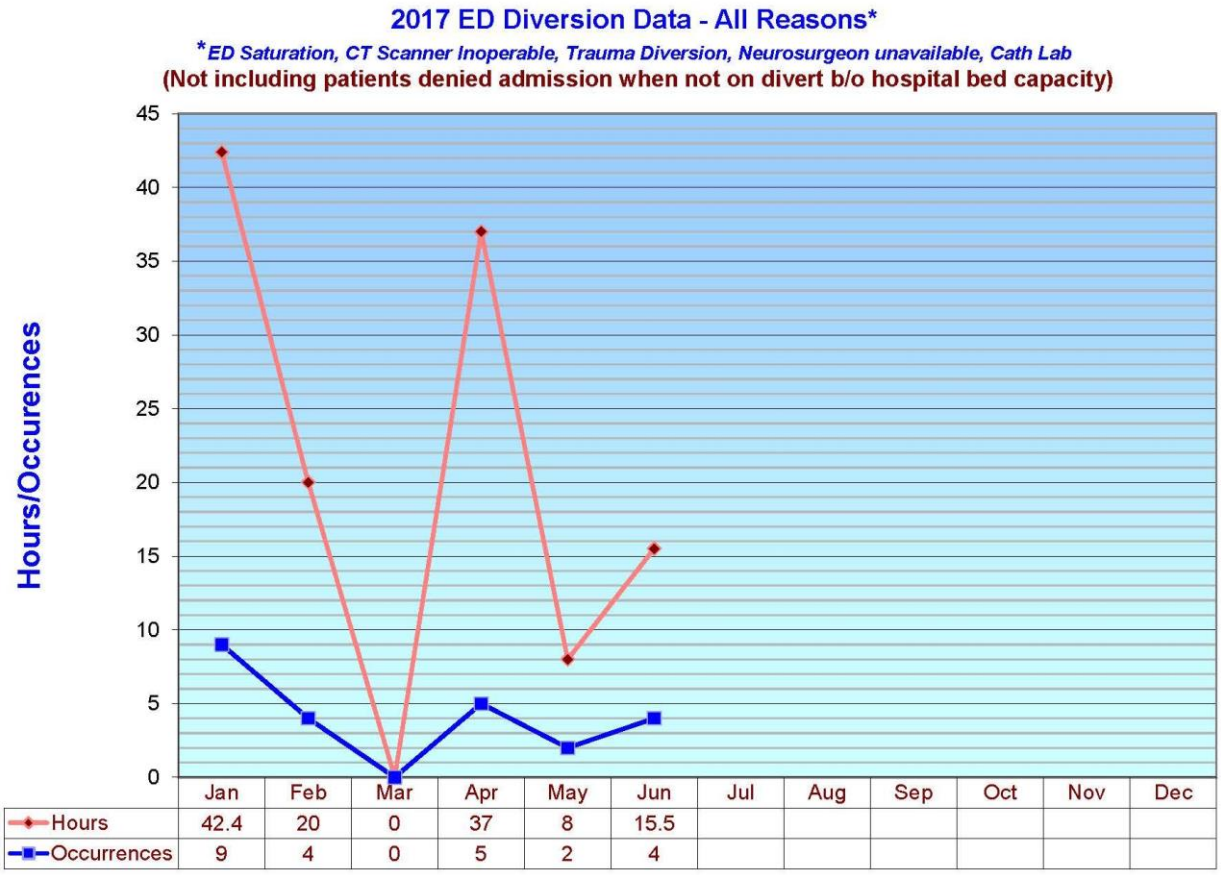
Hired, Termed, Net Change			
Period	Hired	Termed	Net Change
2Q 2016	25	26	(1)
3Q 2016	41	18	23
4Q 2016	20	13	7
1Q 2017	16	14	2
2Q 2017	20	14	6

Schedule 6: Ambulance Diversion

- **Tier 2, Volumes and Service Array**
  The MGH Board will report on current Emergency services diversion statistics.

Quarter	Date	Time	Diversion Duration	Reason	ED Census	Waiting Room Census	ED Admitted Patient Census
2Q 2017	Apr 3	1428-1741	4.2	ED Saturation	29, several 1:1	6	3
2Q 2017	Apr 5-6	0745 - 1052	27	Cath Lab	N/A	-	-
2Q 2017	Apr 21	0850 - 1050	2	ED Saturation	14, multiple critical pts	3	4
2Q 2017	Apr 28	2125-2210	0.8	CT Down	30	11	2
2Q 2017	Apr 30	1635-2025	4	Neuro	15	0	2
2Q 2017	May 5	2005 - 2205	2	ED Saturation	15, 2 1:1 pts, no monitored beds	10	5
2Q 2017	May 22-23	2240 - 0440	6	ED Saturation	32	9	3
2Q 2017	June 5	1235 - 1430	2	ED Saturation	23, ICU Full, 2 ICU holds, 1 SCU hold	3	5
2Q 2017	June 6	1356 - 1755	4	ED Saturation	30	7	0
2Q 2017	June 9	1248-1855	6	ED Saturation	35, multiple 1:1 ICU pts; CSU Holds	6	9
2Q 2017	June 30	2035-0000	3.5	ED Saturation	34	12	5

Schedule 6, continued



	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Hours	42.4	20	0	37	8	15.5						
Occurrences	9	4	0	5	2	4						

Tab 4

Marin Healthcare District

Creating a healthier Marin together.

To: MHD Finance & Audit Committee
From: Jon Friedenberg
Re: Recommendation for Approval of compensation terms of renewal Professional Services Agreement for Cardiology Services in the District's 1206(b) Cardiology Clinic, and of renewal of Co-Management Agreement for the MHD-MGH Cardiovascular Service Line.
Date: November 28, 2017

The District owns and operates 1206(b) clinics (collectively the "Clinics") in which specialized cardiology services are provided through a Professional Services Agreement "("PSA") with the medical group, Cardiology Associates of Marin and San Francisco, Inc. ("CAM"). MHD desires to renew the PSA on new terms. The MHD/MGH/CAM Co-Management Agreement ("COMA") providing a Cardiovascular Service Line Manager and Specialty Co-Managers to manage inpatient/outpatient cardiology services will also be renewed on new terms. The proposed new terms of the PSA reflect a community need for cardiologists in the district service area to provide comprehensive care for the patients it serves, as well as insuring retention and succession planning. The proposed new COMA terms reflect the need for physicians qualified in the specialty of cardiology to continue to manage the Cardiovascular Service Line providing oversight and improvement in cardiovascular quality and operations. Contemporaneously, MGH will renew the on-call coverage services agreement for Cardiology, increasing rates to adjust for FMV.

Background

Dr. Ann Kao, a cardiologist at CAM, sits on the Marin General Hospital Board of Directors. Dr. Joel Sklar, MGH's Chief Medical Officer, is also a cardiologist at CAM. Therefore, the MHD Conflicts Policy requires full Board approval and adoption of Conflicts Findings as set forth in the Conflicts Policy for the proposed new arrangement.

Requested Action and Findings by the Finance & Audit Committee

Motion based on management's recommendation: "To approve the terms of the renewal of the CAM PSA and COMA, as presented in the Transaction Summary and Conflicts Finding before the Committee, along with the following findings:

- No alternative explored by management presents a better arrangement to ensure continued success of the MHD outpatient cardiology clinic and inpatient/ outpatient cardiovascular service line. The proposed arrangement is necessary to assist MHD and MGH to retain and attract qualified physicians in the specialty of cardiology to practice in the communities they serve, and to ensure the health and welfare of the residents of these communities. CAM established the outpatient clinic and cardiovascular service line; therefore, the best alternative to promote continuity of care and community-wide services is to renew the contracts on the proposed terms.

- A Fair Market Value Analysis dated November 28, 2017, by Gallagher Integrated, an independent compensation and benefits consulting firm, assessed the compensation to CAM under the proposed terms of the PSA and Co-Management Agreement. Their review and opinion is that the proposed terms

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fax 415-464-2094

are commercially reasonably and within the fair market range. According to Gallagher's report and analysis of survery data, the all-in rate per wRVU under the proposed terms of PSA and COMA of $82.51 (including clinical compensation, CME, benefits, malpractice, overhead, and administrative services) falls within the FMV range starting at the median of $76.73/wRVU and continuing up to the 75th percentile of $91.78 /wRVU."

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TRANSACTION SUMMARY
PHYSICIAN TRANSACTIONS AND ARRANGEMENTS

FIFTH AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT
AND
FOURTH AMENDMENT TO
CO-MANAGEMENT SERVICES AGREEMENT

CARDIOLOGY ASSOCIATES OF MARIN
AND SAN FRANCISCO

TO RENEW ON NEW TERMS

MARIN HEALTHCARE DISTRICT 1206(b) CLINIC

The following are the proposed terms of the amendment to the professional services agreement of the District Clinic known as Cardiology Associates of Marin and San Francisco, located at 2 Bon Air Road, and in Novato and Sonoma, to renew on new terms, as well as the proposed terms of the amendment to the MGH-MHD-CAM Co-Management Services Agreement of the Cardiovascular Service Line..

A. Parties

Identify the contractor and indicate his or her specialty/practice area and administrative expertise.
Marin Healthcare District ("MHD")
Marin General Hospital ("MGH")
Cardiology Associates of Marin and San Francisco ("CAM")

B. Purpose/Reasons to Pursue the Arrangement

Describe how the arrangement meets a community need.

MHD has identified a community need for cardiologists in the service area and seeks physicians to meet that need as part of its mission to address comprehensive care for the patients it serves. MHD and MGH has also identified a need for cardiologists to provide management and medical director services for the cardiovascular service line. There is a further need to recruit cardiologists to CAM to ensure succession planning. Specifically, there is a demand or need in the communities for additional cardiologists with experience in the specialty of Invasive Interventional Cardiology Medicine such as structural heart medicine and advanced heart failure cardiology in order to ensure the continued availability of cardiology care to patients of the community served by MHD and MGH.

Indicate whether the arrangement is new or is a renewal of an existing arrangement.

This is renewal of the arrangement with the existing cardiology clinic.

C. <u>Terms of the Agreement</u>

1. <u>Agreement:</u>

The MHD and CAM have previously entered into that PSA, with an Effective Date of January 1, 2012, as amended under the First, Second, Third, and Fourth Amendments.

Concurrently, MHD, MGH and CAM entered into that Co-Management Services Agreement of the Cardiovascular Service Line ("Agreement"), with an Effective Date of January 12, 2012, as amended under the First, Second and Third Amendment.

A current total of 14.68 Physician and Mid-Level FTEs in the cardiology clinic provide General, Invasive, Interventional, and Electrophysiology Cardiology services.

MHD will amend the professional services agreement with the CAM to increase clinical compensation and add benefits.

MGH will amend the Co-Management Agreement to lower Specialty Co-Manager rates of compensation and add new Specialty Co-Managers for a Structural Heart Program (Dr. Ramon Partida) and Advanced Heart Failure (an as yet unnamed Physician).

2. Term of Agreements:

Five (5) Years. Either party may terminate this agreement without cause by giving one year notice. CAM shall have the right to terminate the agreement if MGH is sold or otherwise undergoes a change of control. In the event MGH hires a CEO other than Lee Domanico or Jon Friedenberg, MGH is required to give CAM 24 months notice from the date of hire notice to terminate the agreement without cause.

3. Financial Terms:

PSA: CAM shall be entitled to compensation for professional services pursuant to the PSA as follows:

- **$68.22 per Work RVU for the first 90,000 Work RVUs**
- **$72.00 per Work RVU for 90,001 – 120,000 Work RVUs**
- **$78.00 per Work RVU for Work RVUs greater than 120,000**

Based on the cardiology clinic's 2016 level of productivity of 103,868 Work RVUs, under the new terms the clinic's compensation would be $7,138,296.

The above rates shall be subject to a 5% increase in each of the three (3) compensation tiers beginning in Year 3 of the contract. In the event that MGH enters into a strategic alliance that results in MGH receiving substantially more in reimbursement for MD generated RVU's, the parties may after the first year of this agreement and upon mutual agreement, revise the RVU compensation in this agreement.

In addition, each of the Physician and Mid-Level FTEs at CAM shall be provided the following benefits: a) $47,000 per year toward benefits expenses which shall be subject to a 5% increase beginning in Year 3 of the contract,; b) an annual stipend of $1,500 for CME which shall be subject to a 5% increase beginning in Year 3 of the contract; and c) $15,000 per year toward malpractice expenses.

At a count of 14.68 Physician and Mid-Level FTEs, CAM shall be paid $689,960 in benefits, $220,200 in malpractice allowances, and $22,020 in CME allowances, for a total benefit payment of $932,180.

Altogether, based on the cardiology clinic's 2016 level of productivity of 103,868 Work RVUs and a count of 14.68 Physician and Mid-Level FTEs, the total compensation under the new terms for clinical wRVUs and benefits would be $8,070,476.

COMA: The following summarizes the renewal terms of the Co-Management Agreement:

a) The co-management compensation rate for Cardiovascular Service Line Manager (Mark Wexman, M.D.) shall remain at $270 per hour and the rate for Specialty Co-Managers shall decrease from $265 to $240 per hour.

b) A Strucural Heart Program Specialty Co-Manager (Ramon Partida, M.D.), providing 20 incremental hours per month shall be added for an increase of $57,600 per contract year; and an Advanced Heart Failure Specialty Co-Manager, as yet unnamed, providing an additional 20 incremental hours per month shall be added for an increase of $57,600 per contract year.

c) Taking these changes into account, the co-management compensation cap for administrative services will be increased from $504,000 to $541,110 (based on an estimate of 2,122 administrative hours in a contract year) The incentive bonus shall remain at the current contract year amount of $250,000. Additionally, it is expected that during the term of the renewal contract, any co-management cap shall increase as CAM hires new physicians to serve as co-managers.

4. Community Benefit/Need.

There is a demand or need in the communities for cardiologists to ensure the continued availability of cardiology care to patients of the community served by MHD and MGH. The addition of cardiologists to CAM is also necessary for succession planning, as several cardiologists in the community are reducing their hours/availability so new cardiologists are needed. No alternative explored by management presents a better arrangement to ensure the continued availability of a physicians specializing Cardiology for patients in MHD's service area to provide locally available cardiology care to the Marin community and manage inpatient/outpatient cardiovascular services for optimal quality and operations.

5. Fair Market Value Analysis.

A Fair Market Value Analysis dated November 28, 2017, by Gallagher Integrated, an independent compensation and benefits consulting firm, assessed the compensation to CAM under the proposed terms of the PSA and Co-Management Agreement. Their review and opinion is that the proposed terms are commercially reasonably and within the fair market range.

Gallagher states that the median wRVU rate for clinical compensation, adjusted upwards by 6.8% for the California market and including CME reimbursement, is $66.08 while the 75th percentile is $81.13. The proposed annual compensation to CAM of $7,138,296 plus CME allowances of $22,020 totaling $7,160,316 under the new terms of the PSA, based on the cardiology clinic's 2016 level of productivity or 103,868 Work RVUs, amounts to a rate of $68.94/wRVU, $2.86 greater than the median.

In Gallagher's opinion, which conducted a Cost Analysis of estimated amounts for benefits, malpractice, and, additionally, overhead, established that the FMV for such payments on a cost basis is $10.65 per wRVU. Gallagher documents that the additional payment for benefits ($47,000 per FTE), malpractice ($15,000 per FTE), and overhead under the new terms results in additional compensation per wRVU of $8.36, which is $1.89 less than the target of $10.65.

Overall, in Gallagher's opinion, the median Fair Market Value for clinical compensation, CME reimbursement, benefit allowance, malpractice, and overhead per wRVU is $66.08 plus $10.65 totaling a median FMV rate of $76.73/wRVU or a 75th percentile rate of $81.13 plus $10.65 or $91.78. Under the proposed total PSA compensation, the wRVU rate is $68.94 plus $8.36 totaling $77.30 per wRVU, or $0.57 per WRVU more than the median, therefore justifying that the proposed terms of the PSA summarized in this transaction summary are commercially reasonable and within Fair Market Value based on the level of productivity and the scope of services provided.

Additionally, Gallagher finds that the Specialty Co-Manager and Service Line Manager payments at a rate of $240 and $270 per hour respectively are well above the California adjusted median of $186.61 per hour, which results in an overall surplus payment of $145,124. However, the proposed COMA surplus payment, when considered in the overall context of payments to CAM on a WRVU basis, results in additional compensation of merely $1.39 per WRVU.

The total estimated cost of COMA compensation if the Co-Managers bill for 2,122 hours of administrative services, comes to $541,110 or $5.21/wRVU. Adding the Co-Management rate of $5.21/wRVU to the PSA rate, of $77.30, for a grand total of $82.51, and comparing it to the range from median $76.73/wRVU and the 75th percentile of $91.78 /wRVU, both adjusted for CME, benefits, malpractice, and overhead, Gallagher states in their opinion that the all-in rate under the proposed terms of PSA and COMA of $82.51 falls within the FMV range between the median and the 75th percentile of survey data.

CONFLICT OF INTEREST FINDINGS

PHYSICIAN TRANSACTIONS AND ARRANGEMENTS

MARIN HEALTHCARE DISTRICT

Conflict findings are to be are to be consistent with the Marin Healthcare District Conflicts of Interest Policy or the State Political Reform Act.

1. Identify the contractor and the type or nature of the transaction or agreement.

Cardiology Associates of Marin and San Francisco, Inc., Fifth Amendment to MHD Professional Services Agreement, and Fourth Amendment to the MHD-MGH Co-Management Services Agreement.

2. Is the contractor a present officer or director of MGH or MHD? **NO.** If yes, identify the affiliate and describe the role or function of the contractor and describe all material facts.

3. Is any member of the Contractor's immediate family a present or former officer or director of any affiliate of MGH? **NO**. If yes, identify the family member and the affiliate and describe the role or function of the contractor's immediate family member.

4. Does any present officer or director (including any immediate family member) of MGH or MHD have a financial interest in, or tie to, this transaction or arrangement, or to the contractor? **YES**.

If yes, describe the financial interest or relationship.

Dr. Ann Kao is a member of CAM. Dr. Kao is also a member of the Board of Directors of MGH.

Dr. Joel Sklar is a member of CAM. Dr. Sklar is also Chief Medical Officer of MGH.

5. If any of items 2-4 were answered "yes", describe all the material facts, including:

- Alternatives to this transaction or arrangement investigated.

Management investigated a number of alternative arrangements to the amendments of the current agreements with CAM, including pursuing other providers. No alternative was found which was more beneficial to MHD and MGH. Amending the arrangement at this time was by far the most optimal arrangement for the community and MHD/MGH.

- How the transaction or arrangement better serves MHD's interests than alternatives would.

This arrangement is designed to enhance the Cardiovascular Service Line program at the Hospital, including physician coverage and the cardiovascular services available for patients of MHD, as well as to strengthen cardiology physician recruitment and retention. The addition of cardiologists to CAM is also necessary for succession planning, as several

cardiologists in the community are reducing their hours and availability so new cardiologists are needed.

- How the determination was made that the transaction or arrangement is fair and reasonable.

A Fair Market Value Analysis dated November 28, 2017, by Gallagher Integrated, an independent compensation and benefits consulting firm, assessed the compensation to CAM under the proposed terms of the PSA and Co-Management Agreement. Their review and opinion is that the proposed terms are commercially reasonably and within the fair market range.

Gallagher states that the median wRVU rate for clinical compensation, adjusted upwards by 6.8% for the California market and including CME reimbursement, is $66.08 while the 75th percentile is $81.13. The proposed annual compensation to CAM of $7,138,296 plus CME allowances of $22,020 totaling $7,160,316 under the new terms of the PSA, based on the cardiology clinic's 2016 level of productivity or 103,868 Work RVUs, amounts to a rate of $68.94/wRVU, $2.86 greater than the median.

In Gallagher's opinion, which conducted a Cost Analysis of estimated amounts for benefits, malpractice, and, additionally, overhead, established that the FMV for such payments on a cost basis is $10.65 per wRVU. Gallagher documents that the additional payment for benefits ($47,000 per FTE), malpractice ($15,000 per FTE), and overhead under the new terms results in additional compensation per wRVU of $8.36, which is $1.89 less than the target of $10.65.

Overall, in Gallagher's opinion, the median Fair Market Value for clinical compensation, CME reimbursement, benefit allowance, malpractice, and overhead per wRVU is $66.08 plus $10.65 totaling a median FMV rate of $76.73/wRVU or a 75th percentile rate of $81.13 plus $10.65 or $91.78. Under the proposed total PSA compensation, the wRVU rate is $68.94 plus $8.36 totaling $77.30 per wRVU, or $0.57 per WRVU more than the median, therefore justifying that the proposed terms of the PSA summarized in this transaction summary are commercially reasonable and within Fair Market Value based on the level of productivity and the scope of services provided.

Additionally, Gallagher find that the Specialty Co-Manager and Service Line Manager payments at a rate of $240 and $270 per hour respectively are well above the California adjusted median of $186.61 per hour, which results in an overall surplus payment of $145,124. However, the proposed COMA surplus payment, when considered in the overall context of payments to CAM on a WRVU basis, results in additional compensation of merely $1.39 per WRVU.

The total estimated cost of COMA compensation per contract year if the Co-Managers bill for 2,122 hours of administrative services (as Gallagher estimates), comes to $541,110 or $5.21/wRVU. Adding the Co-Management rate of $5.21/wRVU to the PSA clinical services rate, of $77.30, the new proposed terms come to a grand total of $82.51. Comparing this rate to Gallagher's FMV range, $82.51 falls between the median of $76.73/wRVU and the 75th percentile of $91.78 /wRVU, both adjusted for CME, benefits, malpractice, and overhead. Moreover, according to the survey data presented in Gallagher's opinion, the all-in rate under the proposed terms of PSA and COMA of $82.51 per wRVU falls within the FMV range from the median to the 75th percentile. Therefore, according to Gallagher's FMV report, the proposed terms of the PSA and COMA summarized in this transaction

summary are commercially reasonable and within Fair Market Value based on the level of productivity and the scope of services provided.

.

- The basis for concluding that MHD cannot obtain a more advantageous arrangement with reasonable efforts under the circumstances.

No alternative explored by management presents a better arrangement to ensure continued success of the MHD outpatient cardiology clinic and inpatient/ outpatient cardiovascular service line. The proposed arrangement is necessary to assist MHD and MGH to retain and attract qualified physicians in the specialty of cardiology to practice in the communities they serve, and to ensure the health and welfare of the residents of these communities. CAM established the outpatient clinic and cardiovascular service line; therefore, the best alternative to promote continuity of care and services is to renew the contracts on the proposed terms. The proposed terms prove to be the most effective step in advancing the District's efforts to assure necessary cardiovascular services to the Hospital's and District's patients.

Tab 5

	Marin Healthcare District						
	Budget						
	FYE: December 31, 2018						
				1/1/17 through 9/30/17 (9 months)			
			FY2017 Budget	**To Date - Budget**	**To Date - Actual**	**Variance**	**FY2018 Budget**
1	**Receipts**						
2	MGHC Cash Rental Income - Lease		$510,000	$382,500	$382,875	$375	$521,221
3	Interest Income		3,000	2,250	-	(2,250)	3,000
4	Investment Earnings		-	-	56,683	56,683	-
5	Tax Revenue		-	-	-	-	13,155,000
6	**Total Receipts**		**$513,000**	**$384,750**	**$439,558**	**$54,808**	**$13,679,221**
7							
8	**Disbursements**						
9	Legal Fees - Counsel - General		40,000	30,000	24,451	5,549	40,000
10	Auditor Expenses		20,000	15,000	15,833	(833)	30,000
11	Board Compensation		12,200	9,150	7,500	1,650	12,200
12	Board Expenses - Meetings & Travel		25,000	18,750	9,662	9,088	25,000
13	Assn of California Healthcare Districts		12,000	9,000	6,000	3,000	12,000
14	Charitable Contributions		6,000	4,500	-	4,500	6,000
15	Consulting		-	-		-	-
16	Community Communications & Education		30,000	22,500	31,359	(8,859)	50,000
17	Lafco Allocation		-	-		-	-
18	Depreciation		1,714,884	1,286,163	1,002,326	283,837	1,814,909
19	1206b Mental Health Clinic Support		200,000	150,000	150,000	-	200,000
20	Advertising		-	-	11,565	(11,565)	-
21	**Total Disbursements**		2,060,084	1,545,063	1,258,696	286,367	2,190,109
22							
23	**Net Income/(Loss)**		**$ (1,547,084)**	**$ (1,160,313)**	**$ (819,138)**	**$ 341,175**	**$ 11,489,112**
24							
25	**Cash Flow**						
26	Net Income/(Loss)		($1,547,084)				$11,489,112
27	Add Back:						
28	Depreciation		1,714,884				1,814,909
29							
30	**Net Cash Flow**		**$167,800**				**$13,304,021**

Tab 6

Marin Healthcare District Clinics

	2017 Budget	YTD Sep 2017 Annualized	2018 Budget	Variance to FY 2017 Projected	% Change 2017 v 2018
Revenue					
OP Patient Services Revenue	24,003,071	22,208,246	24,436,682	2,228,436	10.0%
Net Patient Revenue	**24,003,071**	**22,208,246**	**24,436,682**	2,228,436	10.0%
Other Operating Revenue					
MIPA / Medicare Bonus	277,921	570,154	338,076	(232,078)	-40.7%
SNF Income	147,000	152,220	144,283	(7,937)	-5.2%
Other Operating Revenue	578,677	293,647	1,092,909	799,262	272.2%
Total Other Operating Revenue	1,003,598	1,016,021	1,575,268	559,247	55.0%
Total Income	**25,006,669**	**23,224,267**	**$ 26,011,950**	2,787,683	12.0%
Expenses					
MD Compensation	15,880,108	16,066,078	18,947,083	2,881,005	17.9%
NP Compensation	1,228,643	1,145,728	1,666,068	520,340	45.4%
Salaries & Wages	7,401,057	7,526,342	9,442,026	1,915,684	25.5%
Employee Benefits	1,126,121	1,009,370	948,279	(61,091)	-6.1%
Purchased Services	2,565,585	2,522,548	1,962,318	(560,230)	-22.2%
Professional Fees	130,010	118,438	195,258	76,820	64.9%
Supplies	1,697,137	1,604,404	1,443,813	(160,591)	-10.0%
Depreciation	144,826	150,369	150,082	(287)	-0.2%
Rent & Leases	2,559,327	2,397,410	2,652,502	255,092	10.6%
Interest	23,605	691	716	25	3.7%
Insurance	218,355	155,793	476,625	320,832	205.9%
Utilities	311,796	196,825	198,698	1,873	1.0%
Other	594,171	695,073	805,073	110,000	15.8%
Total Expenses	**33,880,741**	**33,589,069**	**$ 38,888,541**	5,299,472	15.8%
Net Income / (Loss)	**(8,874,072)**	**(10,364,803)**	**(12,876,591)**	(2,511,788)	24.2%
RVUs	278,398	259,883	288,448	28,565	11.0%
Rev/RVU	89.82	89.36	90.18	0.81	0.9%
Cost/RVU (total)	121.70	129.25	134.82	5.57	4.3%
Cost/RVU (MD)	57.04	61.82	65.69	3.87	6.3%

Tab 7

DENISE M. LUCY, Ed.D.

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Denise.Lucy@Dominican.edu or DeniseLucy@gmail.com
https://bsb.dominican.edu/programs/institute-for-leadership-studies/

Professional and Community Service Summary

As an executive and educator in higher education for 36 years, first at the University of San Francisco and currently at Dominican University of California, I have been committed to, and engaged in, the Bay Area community. I teach leadership and team development, organizational change, negotiation and conflict management, business communications, and business and society. My research interests include leading small business export enterprises, leadership development, business education, micro-finance poverty reduction, corporate social responsibility and civic engagement. My community service has been dedicated to achieving educational equity for low-income households, facilitating leadership development for youth, women and non-profit communities, eliminating breast cancer and domestic violence, and facilitating partnerships between local residents with local government.

Professional Experience

Dominican University of California

- Earned Tenured 2007
- Professor, Business and Organizational Studies 1997-present
- Founder & Executive Director, Institute for Leadership Studies 2002-present
- Vice President for Academic Affairs (Chief Academic Officer) 1997-2002
- Associate Vice President for Academic Affairs and Dean, School of Liberal and Professional Studies 1995-1997
- Associate Dean for Academic Affairs and Director of Pathways Degree Programs 1993-1995

WACUBO Executive Leadership & Management Summer Institute, Stanford University

- Faculty member of the Summer Institute 2000-2002

University of San Francisco, College of Professional Studies

- Associate Dean for Students and Corporate Development 1988-1993
- Director of Advising and Degree Planning 1986-1988
- Director of Marketing, San Francisco/East Bay Campuses 1984-1988
- Marketing Manager & Director Central Valley Campuses 1982-1984
- Academic Advisor and Recruiter 1981-1982

Education

- Ed.D. Organizations and Leadership, University of San Francisco 1997
- M.S., Clinical Psychology, California State University, Fresno 1982
- B.S., Psychology, Michigan State University 1977

Executive Leadership and Management

In executive roles, led and managed the University's strategic planning, business and financial affairs; academic governance; policy development; accreditation, leading the Academic Leaders' Council, Board Committee on Academic Affairs; faculty and staff mentoring; coaching, team development and supervision; new program development, fundraising and grant management, diversity planning in staffing and curriculum; marketing and recruitment; board, alumni and donor cultivation; regional campus planning; registrar and financial aid systems; facilities planning; organizational development and restructuring; curriculum development and distance learning; international programs. Served as member of President's Executive Council. Acted as the University's WASC accreditation liaison. In these roles, I have extensive experience in public speaking and advancement.

As founding Executive Director of the Institute for Leadership Studies, created a leadership development center, which includes Executive Education, Student Leadership Development (curricular and co-curricular) and leadership events and conferences, such as the Leadership Lecture Series by prominent leaders, and Business Edge Briefing Series.

- Achieved ranking of Top U.S. News & World Report America's Best Colleges 2003
- Led transformation of Dominican from *College* to *University* status
- Led Strategic Academic Plan - created a dozen new academic degree programs
- Led organizational & academic restructuring: Merged schools & under enrolled departments
- Consolidated multiple admissions operations into one central recruitment office
- Led WASC reaccreditation leading to Dominican's 10-year reaffirmation
- Doubled full time faculty positions & invested in faculty development as a university priority
- Created degree completion degree programs for mid-career professionals & quadruped enrollments
- Co-developed and implemented faculty salary compensation program to achieve equity.

Fundraising and Grant Management

Raised 1.5 million gifts and grants and supervised an additional $750,000 in grants. The fundraising achievements supported launching and expanding the Leadership Lecture Series, "LeaderShape" scholarships for low income college students, research fellowships, curriculum development to transform programming related to diversity and learning, international and global learning, online learning, environmental sustainability, and academic scholarships.

University Teaching 2003-2017

Designed and taught 15 business undergraduate and MBA courses in the area of leadership and teams, strategies for leading change, community leadership, organizations, business and management principles and practices, negotiations and conflict resolution, business communications, critical thinking, and global perspectives. Supervised dozens of undergraduate and MBA theses, independent studies and internships.

Service to Community

- 10,000 Degrees (once known as Marin Education Fund)
  - Trustee Board 2016- present
  - Honorary Board 2011- 2016
  - Board of Directors 2002-2011
    - Past Board Chair 2009-2010
    - Board Chair 2007-2009
    - Co-Chair of Advancement & Vice- Chair 2006-2007
    - Chair of Marketing 2002-2006
- Pt. San Pedro Road Coalition, Co-President 2003- present
- Heart of Marin Award, Judging Panel, 2005 - present
- Marin Abused Women's Services, Table Captain 2007 - present
- Marin Interfaith Council, Co-Chair "Visionary Marin" 2007 - present
- One Book One Marin, Founding Steering Committee, Member 2006 - present
- Women, Leadership and Philanthropy Program Board 2008 - present
- Lorri Painter Philanthropic Organization, Founder & Board President 2003-2012
- Marin Education's Fund, Summer Application Institute 2003-2008
- Marin Nonprofit Landscape Study, CVNL Advisory Committee, 2013
- Marin Rocks Visioning Committee 2013
- Women's Initiative for Self-Employment, board of Directors 2011-2012
- Marin Education Fund Board of Directors 2002-2011
- Environmental Education Council of Marin, Board of Directors 2006
- Marin Volunteer Council/Corporate Volunteer Council 2004- 2007
- San Domenico Upper School, Chair, Marketing & Branding Chair 2002- 2004
- Vector Theatre Advisory Board member 1999- 2002
- Marin Nonprofit Landscape Study, CVNL, Advisory Committee 2008
- Marin Women's Commission, Annual Summit 2004- 2010
- Marin Corporate Volunteer Council 2006-2009
- Volunteer Council, Steering Committee, Member 2004-2008
- Women's Initiative, 1st Graduation Event, Host Committee Member 2007
- United Way, Community Conversations Strategic Planning, 2007
- Marin County Free Library Facilities Master Plan, Strategic Vision Workshop 2007
- Marin Women Hall of Fame, Assist in Volunteer Recruitment 2005
- University of San Francisco Alumni Board, 1996 – 1997
- American Marketing Association Board
  - *Treasurer* 1989 – 1990
  - *Treasurer Elect* 1990 - 1991
  - *Vice President of Seminars* 1988 - 1989
  - *Vice President of Seminars-elect* 1987 - 1988

Awards

- Marin Women's Hall of Fame 2011
- Excellence in Education Award, San Rafael Chamber of Commerce 2017
- Dominican University of California awards:
  - Joseph R. Fink Lifetime Achievement Faculty Award 2016
  - Business Professor of the Year 2014
  - Business Professor, Outstanding Service Award 2015
  - Sr. Aquinas Nimitz Distinguished Service Award 2007
  - Presidential Medallion 2002
- Magnificent Woman of Marin Award 2008
- University or San Francisco awards:
  - Edward Griffin Alumni Award for Outstanding Service in Education 1995
  - University Merit Award 1987
  - College of Professional Studies Outstanding Staff 1987

Research and Scholarship

- Actively conducting research in leadership development, small business & micro-finance poverty reduction, corporate social responsibility, civic engagement, business education. Listing of some of my recent published research can be found at https://works.bepress.com/denise_lucy/

Service to the University

As a tenured professor, I have served the University as chair of dozens of committees contributing to University governance, including Tenure, University Curriculum, Space and Facilities, Graduate Curriculum, Business School Curriculum, Adult Learning, Budget Task Force, and dozens of task forces for strategic initiatives and of search committees for faculty, staff and deans. Served as a member on these committees, too, as well as many others in support of University, School & Departmental governance.

Service to the Profession and Professional Memberships

- American Society for Training and Development 1982 – 1990/1999 –present
- Bay Area Organization Development Network 1999– present
- Western Academy of Management 2016- present
- Women's International Forum 2011- present
- International Leadership Association 2005 -present
- National Center for Leadership Programs 2003 - present
- Academy of Management 2002- present
- Served on multiple WASC accreditation committees & campus visits 2000 -2007
- American Association of Higher Education / Conference of Academic Deans 1995 –2002

Tab 8

2018 -- MGH and MHD Board and Committee Meetings

12-05-2017 ALT

Marin General Hospital	Jan	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec	
Board		**6**		**3**		**5**		**7**		**27 Retreat**		**4**	Tu
Executive	2		6		1		3		4		6		Tu
HR													
Nominating													
Investment			13				10				13		Tu
Building			12				9				12		M
Planning			15				19				15		Th
Ad Hoc Patient Experience													
Ad hoc Strat. Alliance													
MD Strat. Advisory													
Finance	25		22		24		26		27		29		Th
Audit					24						15		Th
Prima	24		28		23		25		26		28		W
Quality & Patient Safety	23	27	27	24	29	28	24	28	25	23	27		Tu
Foundation Board	25		29		24		26		27		29		Th

Marin Healthcare District	Jan	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec	
Board	**9**		**13 / 23R**		**8**		**10**		**11**		**13**		Tu
Finance & Audit		27		24		26		28		23		18	Tu
Lease & Building		28		25		27		29		24		19	W
Citizens' Bond	17				16				19				W
1206(b) Task Force	9		13		8		10		11		13		Tu

All dates subject to change

2018 -- MGH and MHD Board and Committee Meetings

11-28-2017

Marin General Hospital	Jan	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec	
Board			**6**			**5**			**4**	**27 Retreat**		**4**	Tu
Executive		6	6	3	1	5	3	7	4	2	6	4	Tu
HR													
Nominating													
Investment		13			15			14			13		Tu
Building		12			14			13			12		M
Planning		15			17			16			15		Th
Ad Hoc Patient Experience													
Ad hoc Strat. Alliance													
MD Strat. Advisory													
Finance		22			24			23			29		Th
Audit	25			26			26			25			Th
Prima	24			25			25			24			W
Quality & Patient Safety	23	27	27	24	29		24	28	25	23	27		Tu
Foundation Board	25		29	26		14		30	27	25	29		Th

Marin Healthcare District	Jan	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec	
Board	**9**	**13**	**13 / 23R**	**10**	**8**	**12**	**10**	**14**	**11**	**9**	**13**	**11**	Tu
Finance & Audit	23	27	27	24	22	26	24	28	25	23	27		Tu
Lease & Building	24	28	28	25	23	27	25	29	26	24	28		W
Citizens' Bond		21			16			15			28		W
1206(b) Task Force		13			8			14			13		Tu

All dates subject to change