

# MARIN HEALTHCARE DISTRICT

100-B Drake's Landing Road, Suite 250, Greenbrae, CA 94904  
[www.marinhealthcare.org](http://www.marinhealthcare.org)

Telephone: 415-464-2090  
[info@marinhealthcare.org](mailto:info@marinhealthcare.org)

Fax: 415-464-2094

**TUESDAY, FEBRUARY 13, 2018**

**6:15 pm: Closed Session**  
**7:00 pm: Regular Open Meeting**

## **Board of Directors:**

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

## **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

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## AGENDA

Tab #

### **6:15 PM: CLOSED SESSION**

- |  |          |
|--|----------|
| 1. Call to Order and Roll Call   | Sparkman |
| 2. General Public Comment<br><i>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.</i> | Sparkman |
| 3. Closed Session  |          |
| a. Approval of minutes of previous Closed Session (action)   | Sparkman |
| b. Discussion involving trade secrets pursuant to Health & Safety Code Section 32106 concerning new programs, services or facilities   | Domanico |
| 4. Adjournment of Closed Session   | Sparkman |

### **7:00 PM: REGULAR MEETING**

- |  |          |
|--|----------|
| 1. Call to Order and Roll Call   | Sparkman |
| 2. General Public Comment<br><i>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.</i> | Sparkman |
| 3. Approval of Agenda (action)   | Sparkman |
| 4. Approval of Minutes of the Regular Meeting of January 9, 2018 (action)  | Sparkman |

#1

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. Meetings open to the public are audio-recorded; the recordings are posted on the District web site and retained for 1 month.

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**TUESDAY, FEBRUARY 13, 2018**

**6:15 pm: Closed Session**  
**7:00 pm: Regular Open Meeting**

- |   |             |    |
|---|-------------|----|
| 5. Appointment and Approval of District Board Committee Members                               | Sparkman    |    |
| a. MHD Finance & Audit Committee (action)   |             |    |
| b. MHD Lease & Building Committee (action)  |             |    |
| c. MHD/MGH Joint Nominating Committee (action)  |             |    |
| 6. Approval of Management Consultant Agreement to Evaluate MGH-Recommended Decisions (action) | Domanico    | #2 |
| 7. Engage Legal Counsel to Review Revenue Bond and MGH Approval Requests (action)             | Domanico    |    |
| 8. Report on MGH Issuance of Revenue Bonds  | McManus     |    |
| 9. Report on SART (Sexual Assault Response Teams)   | Friedenberg |    |
| 10. Committee Meeting Reports   |             |    |
| a. MHD Finance & Audit Committee (did not meet in January)                                    | Bedard      |    |
| b. MHD Lease & Building Committee (met on January 24)   | Sparkman    |    |
| (1) Review MHD Community Health Seminar on January 30   |             |    |
| 11. Reports   |             |    |
| a. District CEO's Report  | Domanico    |    |
| b. Hospital CEO's Report  | Domanico    |    |
| c. Chair's Report   | Sparkman    |    |
| d. Board Members' Reports   | All         |    |
| 12. Agenda Items Suggested for Future Meetings  | All         |    |
| 13. Adjournment of Regular Meeting  | Sparkman    |    |

Next Regular Meeting: Tuesday, March 13, 2018, 7:00 p.m.

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**Tab 1**



**MARIN HEALTHCARE DISTRICT  
BOARD OF DIRECTORS**

**REGULAR MEETING**

**Tuesday, January 9, 2018  
Marin General Hospital, Conference Center**

**MINUTES**

**1. Call to Order and Roll Call**

Chair Sparkman called the Regular Meeting to order at 7:02 pm.

*Board Members Present:* Chair Ann Sparkman; Vice Chair Harris Simmonds, MD;  
Secretary Jennifer Hershon; Director Larry Bedard, MD; Director Jennifer Rienks

*Staff Present:* Lee Domanico, CEO; Louis Weiner, Executive Assistant

*Counsel Present:* Colin Coffey

**2. General Public Comment**

There was no public comment.

**3. Election of Marin Healthcare District Board Officers for 2018**

Dr. Simmonds nominated Ms. Sparkman to remain as Chair for 2018. Vote by roll call: all ayes.

Dr. Rienks nominated Ms. Hershon to serve as Vice Chair for 2018. Vote by roll call: all ayes.

Ms. Sparkman nominated Dr. Rienks to serve as Secretary for 2018. Vote by roll call: all ayes.

**4. Approval of Agenda**

Director Simmonds moved to approve the agenda as submitted. Vice Chair Hershon seconded. Vote: all ayes.

**5. Approval of Consent Agenda**

The consent agenda comprised the December 12, 2017 minutes of both the Special Open Study Session and the Regular meeting. Secretary Rienks moved to approve the consent agenda as submitted. Director Bedard seconded. Vote: all ayes.

**6. MHD 2017 Annual Report Newsletter**

Secretary Rienks presented the newsletter (Tab 2) which will be mailed in February to residents within the District. The Directors expressed their praise and approval.

**7. Committee Meeting Reports**

a. MHD Finance & Audit Committee

Director Bedard stated that there was no meeting in December and that there is nothing to report.



b. MHD Lease & Building Committee

Secretary Rienks reported that the next Community Health Seminar to be presented by the District on January 30 will be on the subject of the national and local opioid crisis. Presenters will be Ramo Nadu, MD, and Matt Willis, MD. The presentation will be previewed at the next meeting of the Committee on January 24.

The following Seminar, date TBA, will be on the subject of medicinal cannabis.

**8. Reports**

a. District CEO's Report

Mr. Domanico reported that "MGH 2.0" construction project is on time and on budget. A steel issue causing delay has been corrected and the project is back on schedule. 98% of the sub-contractors are under contract, with only \$32 million left to bid out, and at very low risk. Contingency cost remains very strong. The project management team enjoys a very good relationship with OSHPD.

The MHD Board Annual Retreat meeting is scheduled for Friday, March 23 at an off-site location in Marin to be determined. Secretary Rienks asked about also scheduling a meeting with the MGH Board; Mr. Domanico will consider and respond.

b. Hospital CEO's Report

Mr. Domanico reported that hospital operating performance exceeded expectations for November while remaining below budget on a year-to-date basis, which will be advantageous for bond rating.

Staff handwashing rate is at 74%, the best performance nationwide for hospitals using the SwipeSense technology; some departments are above 80%, with departments competing, and recognition and awards given.

Migration of MMPC employees to the Prima Medical Foundation, which staffs the 1206(b) clinics, has been completed successfully.

The recent Employee Forum was very successful. It is now presented via "talk show" video format, and the recent one has been viewed over 1,800 times so far. Mr. Weiner will send the link to the Board members.

The MGH Foundation's Annual Gala will be May 19 in Mill Valley, themed "Roaring '20s." The Annual Golf Tournament will be September 24 at Marin Country Club in Novato, themed "A Taste of New Orleans."

c. Chair's Report

Chair Sparkman had nothing further to report.

d. Board Members' Reports

Secretary Rienks reported reading an article about cardiac screenings for infants, and that such screenings are not mandatory in California; she'll forward this article to Mr. Domanico.

There were no other reports from the Board members.



**8. Agenda Items Suggested for Future Meetings**

Secretary Rienks requests a report on the hospital's "green" status and plans for improvement.

Director Bedard requests a full report on Marin's "rape kit" issue and SART (Sexual Assault Response Teams) status.

Vice Chair Hershon requests information on the state of Marin's elderly population in skilled nursing facilities.

**9. Adjournment of Regular Meeting**

Chair Sparkman adjourned the meeting at 7:50 pm.

DRAFT

**Tab 2**

# **M e d i c a l M a n a g e m e n t S e r v i c e s**

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19 Fern Lane  
San Anselmo, CA 94960

(415) 488-5786  
Email [walter@walterkopp.com](mailto:walter@walterkopp.com)

February 7, 2018

Lee Domanico  
Chief Executive Officer  
Marin Healthcare District  
100-B Drake's Landing Rd, Suite 250  
Greenbrae, CA 94904

Dear Lee,

I enjoyed talking with you recently concerning my providing consulting assistance to Marin Healthcare District (MHCD). This letter summarizes our planned consulting engagement.

Based on our discussion my understanding is that your needs include;

- Meet with management and the Board of Directors to review goals related to current strategic discussions
- Assist staff and the Board to to review these options and identify objectives for completing a potential strategic affiliation
- Assist staff and the Board to understand the current healthcare marketplace and the role of strategic affiliations between organizations. This will review of both clinical and contractual affiliations
- Assist as needed and requested to advise and facilitate the board with respect to these discussions.
- Assistance to management as needed on additional tasks as requested.

MMS has successfully completed this process with other healthcare providers in California. We can bring a team to assist with this project when needed. We understand that this project involves phased steps and you may need our assistance with analysis and implementation of each of these steps. Our team can be used as needed. We can assist with all aspects of bringing this project to successful completion

Services for this engagement are provided through my consulting firm, Medical Management Services ("MMS") according the terms described herein. This letter agreement is between Medical Management Services, ("MMS") and MHCD and shall confirm our understanding regarding the services. Services for this engagement are provided through my consulting firm, Medical Management Services ("MMS") according the terms described herein. This letter agreement is between Medical Management Services, ("MMS") and MHCD and shall confirm our understanding regarding the services.

The fees for this consulting service will be \$ 300 per hour, payable to Medical Management Services. An initial retainer of \$2000 will be required for us to begin work on this project. MHCD will be invoiced at the end of each month for the fees and expenses incurred during the month. All invoices are due net 30 days. Any payments outstanding in excess of 30 days will incur a finance charge of 1.5% per month, and will necessitate termination of all work being done, until payments are made current.

When authorized by MHCD, Medical Management Services will provide and invoice separately for assistance from other consultants in our team. The fees for these services will be based on the experience of the consultants. MMS will also bill for out-of-pocket expenses related to its work for MHCD.

In consideration for MMS's work on this project, MHCD and MMS, shall to the maximum extent permitted by law, indemnify and hold each other and its employees and independent contractors harmless against all expenses including reasonable attorney fees judgments, settlements and other amounts included in connection with any proceedings arising by reason of their work with MHCD. In the event that MMS, its employees and independent contractors is a party to any action related to their work with MHCD each party will be responsible for their own attorneys fees and costs for their defense. In addition MHCD and MMS will hold one another harmless for any and all claims, demands, causes of action, obligations, costs, expenses, damages, losses and liabilities, of whatever kind or nature, in law, equity or otherwise, whether known or unknown, arising from or related to such actions.

Any controversy or claim arising out of or relating to this contract, or breach thereof, shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof. Each party will be responsible for payment of their own time spent and expenses incurred in the preparation for and attendance at any depositions or hearings arising from this engagement.

Medical Management Services (MMS) is an independent consulting corporation and works for various organizations in the healthcare marketplace. Some of these organizations may be determined to be competitors of your organization. MMS will not be under legal obligation to put the interests of any one organization over another. MMS will notify all involved organizations if it becomes aware of any apparent conflict or interest.

**Confidential Information:** In connection with this current engagement between MHCD and MMS, the employees and independent contractors of MMS and MHCD may have access to certain confidential and proprietary business information and data regarding MHCD and MMS, including, without limitation, MHCD's or MMS's business plan and information regarding legal structure, management, operations, finances, goals and objectives and strategic plans (the foregoing information hereinafter referred to collectively as "Confidential Information"). The term "Confidential Information" does not include information about our organizations which 1) is or becomes generally available to the public, 2) was available on a non-confidential basis prior to its disclosure, or 3) becomes available on a non-confidential basis from an independent source. MHCD and MMS mutually agree to treat all

Confidential Information imparted to or by employees and independent contractors of either organization to employees or independent contractors of the other organization as confidential under this Agreement, whether oral or written, and whether disclosed prior to or subsequent to the execution of this Agreement. This obligation survives the termination of the agreement and our business relationship.

I look forward to working with you on this project. If this letter reflects your understanding of our agreement, please sign the enclosed copy and return it to me. Your signature below as a representative of MHCD will constitute acceptance of this proposal and will authorize work to begin, as described above.

Sincerely yours,

For: MHCD

Walter C. Kopp  
Medical Management Services

Accepted: \_\_\_\_\_

Date: \_\_\_\_\_