



**MARIN HEALTHCARE DISTRICT
BOARD OF DIRECTORS**

REGULAR MEETING

**Tuesday, October 15, 2019 @ 7:00 pm
MarinHealth Medical Center (Marin General Hospital)
Conference Center**

MINUTES

1. Call to Order and Roll Call

Vice Chair Bedard called the Regular Meeting to order at 7:00 pm.

Board Members Present: Vice Chair Larry Bedard, MD; Secretary Brian Su, MD; Director Harris Simmonds, MD; Director Ann Sparkman

Board Member Absent: Chair Jennifer Rienks

Staff Present: Lee Domanico, CEO; Jon Friedenberg, President & COO; Eric Brettner, CFO; Eric Pifer, MD, Chief Medical and Information Officer; Jamie Maites, VP Marketing and Communications; Louis Weiner, Executive Assistant

Counsel Present: Colin Coffey

Mr. Domanico introduced and welcomed newly-hired Chief Financial Officer, Mr. Eric Brettner.

2. General Public Comment

Derek Parker, Tiburon, former member of MGH Board, spoke regarding Dr. Brian Su's business/clinical interest and potential conflict with MarinHealth Medical Center.

3. Approval of Agenda

Dr. Simmonds moved to approve the agenda as presented. Ms. Sparkman seconded.
Vote: all ayes.

4. Approval of Minutes of Special Open Meeting of September 10, 2019

Dr. Simmonds moved to approve the minutes as presented. Ms. Sparkman seconded.
Vote: all ayes.

5. Approval of Minutes of Regular Meeting of September 10, 2019

Ms. Sparkman moved to approve the minutes as presented. Dr. Simmonds seconded. Regarding "6. MHD Bylaws Review: Article V.2(b)," discussion ensued on whether a committee meeting with only one of two members being present can constitute a meeting, albeit without action allowed to be taken. **Vote: all ayes.**



6. Review and Approve 2020 Meetings Schedule

Ms. Sparkman moved to approve the 2020 Meetings Schedule as presented. Dr. Simmonds seconded. Mr. Weiner remarked that the July-December meetings will take place in the Hospital Library because of the West Wing Addition construction. **Vote: all ayes.**

7. Citizens' Bond Oversight Committee Report

Ms. Leslie Lava, Chair of the Committee, was unable to attend. She will report at the November or December Board meeting.

8. MarinHealth Medical Center Branding Update

Ms. Jamie Maites, VP of Marketing and Communications, reported on Marin Healthcare District's connecting with the new branding of MarinHealth. The MHD web site now connects directly with the new MarinHealth Medical Center (MHMC) web site with links to the hospital, health centers, providers, community benefit, and new hospital construction.

There is interest in updating the MHD brand to align with the new MHMC brand. This may include a new logo and color scheme in harmony with MHMC. Discussion ensued on changing the brand name of Marin Healthcare District to "MarinHealth District." Mr. Coffey noted that a corporate name change would entail complex and costly registry, regulatory and property title changes; a simpler way to re-brand is to use the DBA ("Doing Business As") name registration. It was agreed to pursue this discussion further in the next meeting of the Lease & Building Committee.

Ms. Maites also reported that work is being completed to bring the MHD web site into legally-mandated ADA compliance.

9. First Reading of Revised Eleventh Restatement of Bylaws of Marin General Hospital, as recommended by MarinHealth Medical Center Board of Directors

Mr. Domanico noted that the MHMC Board of Directors reviewed these revised Bylaws at their Regular Meeting on September 3, 2019, and recommended them for approval by the MHD Board. This review is the first of two readings by the MHD Board, the second of which will be for review and approval.

Mr. Coffey commented. This set of revisions is not substantive but rather is an update of certain details of dates and financial figures, specifics of the nominating process and new Board member appointment, staggering of Board members' terms, etc., bringing some of the 2010 organizational wording (at transfer from Sutter) into current and anticipated practicality. Discussion proceeded page by page, and he explained each of the redline edits. The financial figures missing on page 24 will be provided in the next reading.

At Section 4.25, Bylaw Review, Mr. Coffey noted that tonight's reading did not constitute a review of the Bylaws by this Board per se. When the Hospital Board conducts a thorough review it will seek the input of the MHD Board as part of that process; the Bylaws states "at least every two years," and Mr. Domanico suggested that perhaps it needn't be that frequent.



10. Update on SB-305, “Compassionate Access to Medical Cannabis in Healthcare Facilities, or Ryan’s Law”

Dr. Bedard reported that in September this State bill passed unanimously in the Assembly and unanimously in the Senate. This past week, Governor Newsom vetoed it.

11. Committee Meeting Reports

a. Finance and Audit Committee

Dr. Simmonds reported on the Committee meeting of September 24. Assets, including cash, are strong, and construction costs are on budget.

There was discussion of increasing the \$200,000 annual contribution to the hospital’s Behavioral Health program which is growing and needs support. He requested that this be discussed at the next meeting of this Board.

At the next meeting of the Committee they will discuss Board compensation, for which Mr. Coffey will provide information on new state legal rules.

b. Lease & Building Committee

Ms. Sparkman reported on the Committee meeting of September 23 at which they discussed the next Community Health Seminar, and reviewed the Q1 2019 MHMC Performance Metrics and Core Services Report.

(i) The Community Health Seminar the previous night (October 14) was attended by about 65 general public and well received. Whistlestop and Marin H&HS presented “Social Connection: The Key to Aging Well.” The video of the event will be posted on the MHD web site.

(ii) Mr. Friedenbergs presented the Q1 2019 Report. Referring to MHMC’s patient satisfaction scores (HCAHPS), Dr. Bedard asked to see comparable scores of other hospitals, and Mr. Friedenbergs agreed to present them at a future meeting since they are publicly available. The physician engagement survey, not performed in 2018 due to budget restraint, resumes this year and its public disclosure metrics will be presented in the next annual report.

12. Reports

a. District CEO’s Report

Mr. Domanico reported that MGH 2.0 construction continues on schedule and on budget, with owner’s contingency still holding strong. Schedule is still on target, looking to receiving the first patient on June 23, 2020.

b. Hospital CEO’s Report

Mr. Domanico reported that financial challenges continue, affected largely by a greater than expected outpatient volume offset by a significant drop in inpatient volume; higher acuity patients increase, and the shifting payer mix cannot sustain. MHMC’s relatively small population base with competition from 2 other hospitals and several outside surgery centers stresses the community hospital that is MHMC. Marin’s commercially-insured population base cannot be expected to grow, and its aging population and Medicare use will only increase. The UCSF alliance and the new hospital can help, as can the program of operational efficiency and revenue capture.



c. Vice Chair's Report

Dr. Bedard reported that he and Ms. Rienks met with the MHMC Community Benefit Committee on October 7. There is an increase in the number of local nonprofits requesting support and there was much discussion before deciding on which to support.

d. Board Members' Reports

Dr. Su remarked on the public comment made earlier in the meeting.

Dr. Simmonds reported that he and Dr. Bedard each attended the ACHD Annual Meeting in La Jolla, October 9-11, at which Mr. Coffey gave a presentation.

13. Agenda Items Suggested for Future Meetings

Nothing further was suggested.

14. Adjournment

Vice Chair Bedard adjourned the meeting at 8:25 pm.