



MARIN HEALTHCARE DISTRICT BOARD OF DIRECTORS

REGULAR MEETING

**Tuesday, November 12, 2019 @ 7:00 pm
MarinHealth Medical Center (Marin General Hospital)
Conference Center**

MINUTES

1. Call to Order and Roll Call

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

Board Members Present: Chair Jennifer Rienks; Vice Chair Larry Bedard, MD;
Secretary Brian Su, MD; Director Harris Simmonds, MD; Director Ann Sparkman
Staff Present: Jon Friedenberg, President & COO; Eric Brettner, CFO;

Louis Weiner, Executive Assistant

Staff Absent: Lee Domanico, CEO

Counsel Present: Colin Coffey

2. General Public Comment

There was no public comment.

3. Approval of Agenda

Dr. Simmonds moved to approve the agenda as presented. Dr. Bedard seconded. **Vote: all ayes.**

4. Approval of Minutes of Regular Meeting of October 15, 2019

Ms. Sparkman moved to approve the minutes as presented. Dr. Simmonds seconded.
Vote: Bedard, Su, Simmonds and Sparkman all voted aye. Ms. Rienks abstained, as she was absent from that meeting.

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

Mr. Coffey commented. The MHMC Board of Directors reviewed and approved these revised Bylaws at their regular meeting on Sept. 3, 2019, and recommended them for approval by the MHD Board. This is the second of two required readings by the MHD Board, the first occurring at the October 15 regular meeting of this Board. The revisions reflect updating of certain details of dates and financial figures, specifics of the nominating process and new Board member appointment, staggering of Board members' terms, etc., and bringing some of the organizational wording from the 2010 transfer from Sutter Health into current practicality. Though "Marin General Hospital" has recently been re-branded to doing business as (dba) "MarinHealth Medical Center" the corporate name of "Marin General Hospital" remains and is the legal name used in this document.



Dr. Simmonds moved to approve these Bylaws as presented. Dr. Bedard seconded.

Vote: all ayes.

6. Review of Amended Bylaws of Marin Healthcare District

Mr. Coffey commented. This is the second of two readings of the amended Bylaws, the first being at the regular meeting on Sept 10, 2019. Suggestions for changes made at that reading are here highlighted in yellow. Dates have been updated, "Robert's Rules of Order" has replaced "Sturgis," clarification made of a quorum at Standing Committee meetings, and the Lease & Building Committee is to handle logistics for the District-sponsored community health seminar series.

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

7. Review of District Policies and Procedures

Ms. Rienks observed that the District's Policies and Procedures are in need of review and updating, and announced the formation of a Task Force for that purpose. **She asked Ms. Sparkman and Dr. Simmonds to serve as the Task Force, and they agreed.**

8. Funding for MHMC Behavioral Health Program

Ms. Rebecca Maxwell, Director of Behavioral Health, presented. Since 2016 MHD has contributed \$200,000 per year for the hospital's clinical behavioral health program. The program has grown and needs extra funding to break even. An additional \$225,000 will be requested of MHD over 4 years, comprising \$100,000 in the first year, and lesser amounts in the subsequent years. This will allow for an increased number of patient encounters in the embedded primary care program, significantly increasing physician and social worker staffing. Dr. Heather Carlberg now sees patients only one-half day a week at the clinic, closed to new patients because of the waitlist, and the situation has become unwieldy. There are no other outpatient mental health providers in Marin that take insurance. Growing this program can provide a hub to increase services for varied and more complex cases, and to screen patients in the primary care setting.

Dr. Simmonds said that increased funding for this program was discussed at the recent meeting of the Board Finance and Audit committee. He suggested that a detailed proposal be presented for discussion and action at the next regular meeting of this Board on December 10, and all agreed. Ms. Maxwell agreed to prepare the proposal and present it then.

9. Hospital Operations During Power Outage

Mr. Friedenberg reported on how the recent October PSPS (Public Safety Power Shutoff) effected the hospital. During an outage in September, the backup system didn't work properly. A backup generator truck was brought in while the resident backup system was repaired. In anticipation of the fire season, that backup truck was kept on site at the insistence of Vernon Moreno, VP of Support Services. October 26-28 PG&E implemented the PSPS and the hospital went on backup; on 10/28, the backup system failed and the truck provided backup. At 6:40 a.m. there was 10 minutes of no power to the hospital, yet there were no adverse patient outcomes. PG&E sent another backup truck, and there are now 4 power systems on site. The Incident Command Center and all team members performed



optimally during the outage, and the hospital was fully staffed throughout, thanks to extra efforts by all.

Since 99% of Marin was out during PSPS, all of the outpatient clinics were without power; the clinics' managers handled logistical urgencies (e.g. medication refrigeration) and patient relations very well. Backup power options for the clinics is being explored.

MarinHealth is working with other providers in Marin to establish more effective solutions to this problem that will surely recur, solutions that are complicated and expensive.

10. Topics for Community Health Education Seminars

Dr. Bedard suggested: Impact of climate change on health; health and social determinants of homelessness; artificial intelligence; medicinal cannabis. Regarding cannabis, Mr. Friedenberg noted that it is currently being discussed in the hospital's Medical Executive Committee (MEC), and suggested that physician education occur before bringing it to the public with such an event.

Ms. Rienks suggested: Women's cardiovascular health; teen health and mental health.

It was agreed that the topic of the next seminar would be "Women's Health."

11. "Green" District Office

Ms. Rienks suggests the District more closely follow guidelines for green business practice, such as the County follows. She will draft a policy for the District's consideration. She suggested the Hospital and District support and join the local "Amazon to Reuse Boxes Initiative," and will provide information to the Board.

Mr. Friedenberg noted that the hospital has "green" guidelines in place and in process. The new hospital is to be LEED Silver.

12. Committee Meeting Reports

a. Finance and Audit Committee (met October 22)

Dr. Simmonds reported on the meeting of October 22. The District's cash on hand is \$5M of which \$3.17M is invested. District's net assets are \$47M.

(i) Approval of "MGH Hospital Replacement Building Project Stabilization Agreement, Amendment Number 1"

Mr. Friedenberg explained this amendment (Tab #4) to the Project Stabilization Agreement (PSA) with the building trades for MGH 2.0, whereby adverse labor action would not affect the project, that adds the work on the West Wing Addition project to the PSA.

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

(ii) Approve MHD Board Compensation Increase in Accordance with AB 2329

Mr. Coffey explained the details provided (Tab #5) of the law that allows boards of Special Districts (of which MHD is one) to increase their compensation for attending meetings by up to 5% annually. The process involves a resolution, published notices, public review and response period, and final resolution.

The law also allows for a process to increase the number of meetings to more than 5 per month. It was generally agreed that this Board would not pursue that,



but did wish to pursue increased compensation. MHD Board members currently each receive \$100 per MHD meeting attended.

Dr. Simmonds moved to approve implementing the process of increasing Board compensation by 5% annually, as allowed by law. Ms. Sparkman seconded. Dr. Bedard voiced opposition. There was no public comment, and no further discussion.

Vote by roll call: Simmonds, aye; Sparkman, aye; Su, aye; Bedard, nay; Rienks nay. The motion passed by majority.

Mr. Coffey agreed to begin working on the process.

b. *Lease & Building Committee (met October 23)*

Ms. Sparkman reported on the meeting of October 23. They discussed four considerations of Marin Healthcare District to align with the new “MarinHealth” branding:

1. Do nothing.
2. Re-align MHD’s visuals – logo, colors, font, etc. – to match with MarinHealth’s.
3. Legal name change from “Marin Healthcare District” to “MarinHealth District.” This was dismissed as too cumbersome and costly.
4. Enter into an agreement with MarinHealth to use the name “MarinHealth” and licensed marks and allow Marin Healthcare District to do business as MarinHealth District.

Dr. Bedard moved to implement #2, to re-align MHD’s visuals – logo, colors, font, etc. – with MarinHealth’s. Ms. Sparkman seconded. **Vote: all ayes.**

Mr. Coffey explained that the Master Service Mark License Agreement provided (Tab #6) would allow them freedom to use the visuals as just approved.

Ms. Sparkman moved to approve the Master Service Mark License Agreement with MarinHealth for Marin Healthcare District to do business as (dba) “MarinHealth District” as presented. Dr. Su seconded. **Vote: all ayes.**

13. Reports

a. *District COO’s Report*

Mr. Friedenberg had nothing further to add.

b. *Hospital COO’s Report*

Mr. Friedenberg reported. Operating budget continues to be challenged. The TCT (Transforming Care Together) Project to reduce expenses is in full force. Huron Consulting Group is assisting to optimize coding and revenue cycle, and to reduce expenses in labor, supplies, etc.

The CEO and COO of MarinHealth Medical Network (Prima) have both stepped down; Eric Pifer, MD, CMO, is interim CEO and a search is on for COO.

The 2020 hospital budget is being finalized.



c. *Chair's Report*

Ms. Rienks reported that Governor Newsom has signed public health laws supporting physician screening for mental health, development and trauma for young children, as well as trauma screening for adults' adverse childhood experiences.

d. *Board Members' Reports*

Dr. Bedard is a member of the CMA house of delegates, and he authored a resolution opposing health systems whose pain management programs exclude cannabis positive testing. He also reported that UCSF and Sutter will pay for physicians to join San Francisco-Marin Medical Society.

There were no other reports.

14. Agenda Items Suggested for Future Meetings

No further items were suggested.

15. Adjournment

Chair Rienks adjourned the meeting at 8:40 pm.