

MARIN HEALTHCARE DISTRICT

100-B Drake's Landing Road, Suite 250, Greenbrae, CA 94904
www.marinhealthcare.org

Telephone: 415-464-2090
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TUESDAY, JANUARY 10, 2023
BOARD OF DIRECTORS
5:30 PM: REGULAR OPEN MEETING

Board of Directors:

Chair: Brian Su, MD (Division 3)
Vice Chair: Edward Alfrey, MD (Div. 5)
Secretary: Ann Sparkman, RN/BSN, JD (Div. 2)
Directors: Jennifer Rienks, PhD (Div. 4)
Samantha Ramirez (Div. 1)

Location:

Via Zoom video:
<https://mymarinhealth.zoom.us/join>
Meeting ID: 924 2622 6099
Passcode: 08540
Or via Zoom telephone: 1-669-900-9128

Staff:

David Klein, MD, MBA, CEO
Eric Brettner, CFO
Colin Leary, General Counsel
Louis Weiner, Executive Assistant

AGENDA

	<u>Presenter</u>	<u>Tab #</u>
<u>5:30 PM: REGULAR OPEN MEETING</u>		
1. Call to Order and Roll Call	Su	
2. General Public Comment <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>	Su	
3. Nomination and Election of Marin Healthcare District Officers for 2023	Su	#1
a. Chair (action)		
b. Vice Chair (action)		
c. Secretary (action)		
4. Approve Agenda (action)	Chair	
5. Consent Agenda (action)	Chair	
a. Move to reconfirm findings under Assembly Bill 2449 and extend Resolution MHD 2022-06 to continue virtual meetings of the Marin Healthcare District		#2
b. Approve Minutes of the Regular Meeting of December 13, 2022		#3
6. Finance Report, November 2022	Klein/ Brettner	#4
7. Committee Reports		
a. Finance & Audit Committee	Alfrey	
b. Lease & Building Committee	Rienks	

The agenda for the 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 recorded and the recordings are posted on the District web site.

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8. Reports
 - a. District CEO's Report *Klein*
 - b. Hospital CEO's Report *Klein*
 - c. Chair's and Board Members' Reports *All*
9. Agenda Suggestions for Future Meetings *All*
10. Adjournment of Regular Meeting *Chair*

Next Regular Meeting: Tuesday, February 14, 2023, 5:30 p.m.

Tab 1



Board of Directors

YEAR	CHAIR	VICE CHAIR	SECRETARY	DIRECTOR	DIRECTOR
2007	Jackson	A. Ramirez	Clever	Bedard	Rienks
2008	Jackson	Clever	Rienks	Bedard	A. Ramirez
2009	Bedard	Jackson	Rienks	Clever	Simmonds
2010	Bedard	Jackson	Rienks	Clever	Simmonds
2011	Clever	Rienks	Simmonds	Bedard	Jackson
2012	Rienks	Simmonds	Bedard	Clever	Sparkman
2013	Rienks	Simmonds	Bedard	Clever	Sparkman
2014	Bedard	Sparkman	Simmonds	Clever	Rienks
2015	Simmonds	Sparkman	Rienks	Bedard	Hershon
2016	Simmonds	Sparkman	Rienks	Bedard	Hershon
2017	Sparkman	Simmonds	Hershon	Bedard	Rienks
2018	Sparkman	Hershon	Rienks	Bedard	Simmonds
2019	Rienks	Bedard	Su	Simmonds	Sparkman
2020	Bedard	Sparkman	Rienks	Simmonds	Su
2021	Rienks	Su	Sparkman	Alfrey	Bedard
2022	Su	Alfrey	Sparkman	Rienks	Bedard
2023					

Tab 2



MARIN HEALTHCARE DISTRICT BOARD OF DIRECTORS
RESOLUTION NO. MHD 2022-06
RESOLUTION AUTHORIZING REMOTE TELECONFERENCE MEETINGS
PURSUANT TO AB 2449

WHEREAS, all Marin Healthcare District (“District”) meetings are open and public, as required by the Ralph M. Brown Act (Cal. Gov. Code 54950 – 54963); and

WHEREAS, on March 4, 2020, Governor Newsom declared a State of Emergency to make additional resources available, formalize emergency actions already underway across multiple state agencies and departments, and help the State prepare for a broader spread of the novel coronavirus disease 2019 (“COVID-19”); and

WHEREAS, on March 17, 2020, in response to the COVID-19 pandemic, Governor Newsom issued Executive Order N-29-20 suspending certain provisions of the Ralph M. Brown Act in order to allow local legislative bodies to conduct meetings telephonically or by other means; and

WHEREAS, as a result of Executive Order N-29-20, District staff set up virtual meetings for all meetings of the District Board of Directors and its committees (collectively, “District Meetings”); and

WHEREAS, certain teleconferencing allowances were made under subsequently-enacted AB 361 (2021) and AB 2449 (2022) that replaced now-repealed Executive Order N-29-20; and

WHEREAS, AB 2449 (2022) was signed on September 13, 2022 and is in effect through January 1, 2024, and among other things provides in Government Code 54953(e) that (i) a legislative body may use teleconferencing if it holds a meeting during a proclaimed state of emergency and state or local officials have imposed or recommended measures to promote social distancing, and (ii) a legislative body using the teleconferencing procedures of AB 2449 must make renewed findings by majority vote every thirty (30) days that it has considered the circumstances of the state of emergency, and that either (a) the state of emergency continues to directly impact the ability of the members to meet safety in person, or (b) state or local officials continue to impose or recommend measures to promote social distancing; and

WHEREAS, the Board of Directors desires to make findings and determinations consistent with AB 2449 for District Meetings to utilize the special procedures for teleconferencing provided therein due to imminent risks to the health and safety of attendees; and

WHEREAS, in 2022, highly contagious Delta and Omicron COVID-19 variants are in circulation, causing increases in COVID-19 cases throughout the State and Marin County; and

Resolution MHD 2022-06

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WHEREAS, the CDC continues to recommend source control and physical distancing for everyone in a healthcare setting; and

WHEREAS, the District Board of Directors hereby finds that the continued presence of COVID-19 and the increase of cases due to new variants would present imminent risks to the health or safety of attendees, including the legislative bodies and staff, should District Meetings be held in person.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Marin Healthcare District, that (i) the above recitals are true and correct, and incorporated into this Resolution, and (ii) the Board of Directors makes the following findings: (a) The Board of Directors has considered the circumstances of the State of Emergency, (b) the State of Emergency, as declared by the Governor, directly impacts the ability of District Meeting attendees to meet safely in person, and (c) the CDC continues to recommend source control and physical distancing for everyone in a healthcare setting and as a result of the presence of COVID-19 and the increase of cases due to the new variants, meeting in person would present imminent risks to the health or safety of attendees, the legislative bodies and staff; and

RESOLVED, FURTHER, that District Meetings may continue to meet remotely in compliance with AB 2449 (2022), in order to better ensure the health and safety of the public; and

RESOLVED, FURTHER, that the District Board of Directors will revisit the need to conduct District Meetings remotely within thirty (30) days of the adoption of this resolution.

REVIEWED, APPROVED, AND ADOPTED at a Regular Board Meeting held on the 8th of November, 2022, by the following vote, to wit:

AYES: Unanimous: Su, Alfrey, Sparkman, Bedard, Rienks

NOES:

ABSENT:

ABSTAIN:

ATTEST:



Brian Su, MD
Chair of the Board



Ann Sparkman, RN/BSN, JD
Secretary of the Board

Tab 3



**MARIN HEALTHCARE DISTRICT
BOARD OF DIRECTORS**

REGULAR MEETING

**Tuesday, December 13, 2022 @ 5:30 pm
Virtual, via Zoom**

MINUTES

1. Call to Order and Roll Call

Chair Su being absent, Vice Chair Alfrey called the Regular Meeting to order at 5:30 pm.

Board members present: Vice Chair Edward Alfrey, MD; Secretary Ann Sparkman, RN/BSN, JD; Jennifer Rienks, PhD; Samantha Ramirez

Board member absent: Chair Brian Su, MD

Staff present: David Klein, MD, CEO; Eric Brettner, CFO; Colin Leary, General Counsel; Liz Lasnier, Controller; Louis Weiner, EA

2. Oaths of Office for Board Members Appointed In-Lieu of Election

Dr. Klein presented the appointments of candidates as certified by the Registrar of Voters of Marin County, and invited Samantha Ramirez (Division 1) and Jennifer Rienks, PhD (Division 4) each to swear the Oath of Office aloud. Ms. Ramirez so swore. Ms. Rienks so swore. Dr. Klein, Dr. Alfrey, and Ms. Sparkman congratulated them.

Brian Su, MD (Division 3) was absent from the meeting. He will swear the Oath of Office with Dr. Klein at a time before the next meeting of the Board, and will report such action to the Board.

3. General Public Comment

Several members of the public were present and expressed congratulations to new Board member Ms. Ramirez.

4. Approve Agenda

Ms. Rienks moved to approve the agenda as presented. Ms. Ramirez seconded. **Vote: all ayes.**

5. Consent Agenda

a. Move to reconfirm findings under Assembly Bill 2449 and extend Resolution MHD 2022-06 to continue virtual meetings of the Marin Healthcare District

b. Approve Minutes of the Regular Meeting of November 8, 2022

Ms. Rienks expressed a desire for the minutes of these Board meetings to contain more details of the discussions.

Ms. Rienks moved to approve the consent agenda as presented. Ms. Sparkman seconded. **Vote: all ayes.**



6. Approve Increase of Union Bank Line of Credit for MarinHealth Medical Center, as Approved by MHMC Board on December 6, 2022

Dr. Klein requested the Board to approve an increase of the existing Union Bank line of credit from \$20M to \$30M. This has been approved by the Hospital Board Finance Committee on November 21, 2022, and by the Hospital Board on December 6, 2022. The Hospital Bylaws requires District Board approval of such an action over the debt to capitalization ratio threshold. This provides cash flow optimization for day-to-day liquidity. This will extend the line of credit's expiration from March 2023 to December 2023.

Ms. Sparkman moved to approve as presented. Ms. Rienks seconded. **Vote: all ayes.**

7. Approve Resolution No. MHD 2022-07, Requesting MarinHealth Medical Center to Develop Proposal for Emergency Helipad

Dr. Klein presented the Resolution that addressed the concerns and suggestions discussed at the previous Board meeting regarding a helipad at MHMC. Dr. Alfrey asked for comments and suggestions of the Board, and there were none. He asked for comments from the public, and there were none.

Ms. Sparkman moved to approve the Resolution as presented. Ms. Rienks seconded. **Vote: all ayes.**

8. Approve Resolution No. MHD 2022-08, Requesting State and Local Governments to Study Further Measures to Safely Regulate Electric Bikes

Dr. Klein presented the Resolution that addressed the concerns and suggestions discussed at the previous Board meeting regarding the need for further regulation of electric bikes, and the increase in serious injuries from e-bike accidents. After approval, this Resolution would be sent to Governor Newsom, the Marin Board of Supervisors, and State Senator McGuire and State Assemblyperson Connolly. Dr. Alfrey asked for comments and suggestions of the Board. Ms. Rienks suggested that data on this be monitored, and Dr. Alfrey agreed that studies should be done and made public. Dr. Alfrey asked for comments from the public, and there were none.

Ms. Ramirez moved to approve the Resolution as presented. Ms. Sparkman seconded. **Vote: all ayes.**

9. Hospital Security and Threat Management Update

Dr. Alfrey reported that local law enforcement recently conducted an on-site active shooter drill at the hospital. Dr. Klein reported that about 50 Sheriff officers with unloaded weapons conducted assault and protective drills as first responders. New housewide system and communication technologies are in place. The hospital has been empowered to enact gun violence restraining orders. Hospital staff are being educated on "Code Silver" response drills.

Dr. Alfrey thanked Dr. Klein and Mr. Vernon Moreno for the quick and thorough work done on this in a short amount of time.

10. Committee Reports

A. Finance & Audit Committee

Dr. Alfrey reported that the Committee did not meet.



B. Lease & Building Committee

Ms. Rienks reported that the recent webinar on “Health Effects of Climate Change” was excellent but had poor attendance. At the next meeting of the Committee in January (date TBA) will be a discussion of publicity for the webinar events, and of having them hybrid. Next event topic may be on eating disorders.

Ms. Ramirez expressed an interest in being a member of this Committee, including a focus on young people in the Latino community. She suggested considering prizes, raffles, incentive give-aways, etc.; Mr. Leary will research the legal parameters of that.

11. Reports

A. District CEO’s Report

Dr. Klein reported. Hybrid OR is on schedule to open in August 2023. Anesthesia work room and soiled holding area are being redone.

Outpatient offices are expanding, including orthopedics, and dermatology in Terra Linda and Novato.

Behavioral outpatient services area is expanding, including garden, funded by philanthropy.

Ongoing drainage issues in the Oak Pavilion require major work that McCarthy will be doing.

Construction will begin on an outpatient multi-specialty hub in Petaluma.

Rheumatology practice will be moving to Terra Linda in mid-2023.

Major focus is on increasing efficiencies and facilities for primary care services.

Ms. Rienks raised questions about the drainage issues and the integrity of the original plan. Dr. Klein stated that the original plan appeared to be sufficient, and that McCarthy is responsible for corrective action that is being taken. She further asked about grey water storage, usage and reclamation; Dr. Klein will look into it.

B. Hospital CEO’s Report

Dr. Klein reported. The recent meeting with S&P bond rating went well, and final report is expected in January.

Hospital finances continue strongly ahead of budget on revenue, EBIDA and volumes. Emergency Dept volumes are very high.

Negotiations continue with CNA nurses’ union.

As of today, it has been 479 days without a serious patient safety event, an extraordinary marker.

Following up the recent successful survey of The Joint Commission, there are some low-acuity issues being followed-up and remedied.

The ED and hospital are very busy with flu, RSV, and Covid. Nationally, this may be the worst flu season on record.

ED volumes and acuity continue at a high level. Through strategic initiatives, ED wait times have been reduced, and the “left without being seen” rate has been reduced to fewer than 2 patients per day.



In the Medical Network, patient access is increasing. Physician coverage in urgent care has increased 50%. Increased and improved technology is greatly helping the patient access process.

A new ad agency has been chosen and a new ad campaign is forthcoming.

The DEI (diversity, equity, inclusion) initiative is now underway, a five-step process (discovery, planning, rollout, evaluation, strategy refinement) over the next year and a half.

Ms. Rienks asked about re-starting the Social Determinants of Health Task Force. Dr. Klein agreed to its importance and reported that he has spoken with appropriate leadership team members and work will resume in early 2023.

C. Chair's and Board Members' Reports

Ms. Rienks showed a slide (from <https://skylab4.cdph.ca.gov/epicenter/>) of data of e-bike injury incidents treated in Emergency Depts in Marin. Dr. Alfrey noted that injury acuity can be severe.

Ms. Sparkman had nothing to report.

Ms. Ramirez announced that her mother in El Salvador joined this meeting via Zoom and expressed her gratitude for the opportunity to work with this Board representing her community.

Dr. Alfrey suggested that this Board work for community outreach via health-related service events, especially in the Canal and the Marin City areas. He asked that this be discussed at the upcoming Board retreat.

12. Agenda Suggestions for Future Meetings

There were no further suggestions.

13. Adjournment

Alfrey adjourned the meeting at 6:24 pm.

Tab 4



To: MHD Finance and Audit Committee
From: Eric Brettner, CFO *EB*
Re: November 2022 Financial Report
Date: December 16, 2022

I. General Comments

These financial statements contain, in summary format, the balance sheet and income statement.

II. FY 2022 Income Statement and Budget

The District's net operating income for the month was \$140,942 which was favorable to budget by \$154,220. The favorable variance is driven by higher than expected investment earnings and lower than budgeted expenses. Rental revenue from the hospital lease was \$49,144 in November. Investment earnings were comprised of \$10,476 dividend and interest income as well as \$10,754 of realized losses and a \$125,280 increase in the value of investments. The District incurred total operating expenses of \$33,204 which was favorable to budget by \$35,170. The favorable variance was due to lower than budgeted legal expenses and COVID-19 support cost. Depreciation expense was \$990,657 in November. Bond Related Revenues and Expenses included \$1,370,154 of accrued tax revenues less bond fund earnings, and \$1,189,889 of bond interest expense.

III. Balance Sheet

Assets

Cash at November 30, 2022 of \$733,340 increased by \$20,030. The increase was due to receipt of rental revenue. Investment account balances of \$3,477,010 increased by \$124,971 from the prior month due to a \$125,280 increase in the value of investments. Tax revenue receivables are \$13,744,930 and represent amounts due from the County of Marin. The payments received from the County are deposited directly into the bond fund accounts.

The tax payments received from the County, together with the balance of the proceeds from the bonds issued in November 2015 and September 2017, net of issuance costs, are reflected in the account "Assets Limited to Use – Interest & Sinking Funds". These funds total \$1,610,734 at November 30, 2022 to be used for bond principal and interest payments.



Liabilities and Net Assets

Interest payable of \$5,085,033 increased by \$1,271,258 from the prior month due to the accrual of interest. Accrued expenses of \$102,323 are primarily comprised of accruals for legal fees and consulting fees.

Related party payables of \$7,408 include \$4,946 due from the Network for bank fees and clinic receipts and \$12,354 due to the Hospital for payments relating to legal and community education expenses paid on behalf of the District.

Bonds payable are separated into current (principal due within one year) and non-current (due in greater than one year). The current payable amount of \$955,000 is due in August 2023. Bond Premium represents payments by bond purchasers greater than the face amount of the bond because the stated interest rate of the bonds was higher than the market rate at the date of issuance. The premium is amortized over the life of the bonds as a reduction to interest expense. The net assets of the District are \$45,928,983.

**Marin Healthcare District
Income Statement - Actual vs. Budget
November 30, 2022**

	11/30/2022			Year-to-Date		
	Actual	Budget	Variance	Actual	Budget	Variance
Rental Revenue	49,144	49,218	(74)	540,570	541,397	(827)
Investment Earnings	125,002	5,878	119,124	(497,291)	64,663	(561,954)
Total Income	174,146	55,096	119,050	43,279	606,060	(562,781)
Legal Fees	2,033	3,750	1,717	43,907	41,250	(2,657)
Accounting Fees	2,457	2,457	-	27,027	27,027	-
Board Compensation	630	1,500	870	12,075	16,500	4,425
Board Expenses	-	2,083	2,083	-	22,917	22,917
Consulting Fees	-	1,667	1,667	56,500	18,333	(38,167)
Election Expenses	-	-	-	-	-	-
Charitable Contributions	-	500	500	48,213	5,500	(42,713)
Community Education	-	7,500	7,500	17,328	82,500	65,172
Dues	1,000	1,000	-	8,600	11,000	2,400
Advertising	-	-	-	1,810	-	(1,810)
MHMC Program Support	16,667	37,500	20,833	183,333	412,500	229,167
MHMN Program Support	10,417	10,417	-	118,108	114,583	(3,525)
Total Expense	33,204	68,374	35,170	516,901	752,110	235,209
Net Operating Income (Loss) Before Depreciation, Bond Related Revenue and Expense, and Other Non Operating Expenses	140,942	(13,278)	154,220	(473,622)	(146,050)	(327,572)
Depreciation Expense	990,657	995,265	4,608	10,897,225	10,947,916	50,691
Net Operating Income (Loss) Before Bond Related Revenue and Expense and Other Non Operating Expenses	(849,715)	(1,008,543)	158,828	(11,370,847)	(11,093,966)	(276,881)
Bond-Related Revenue(Expense)						
Tax Revenue	1,366,253	1,366,253	-	15,028,784	15,028,783	1
Bond Fund Earnings	3,901	-	3,901	54,426	-	54,426
Bond Interest Expense	(1,189,889)	(1,190,881)	992	(13,100,685)	(13,099,691)	(994)
Net Income (Loss)	(669,450)	(833,171)	163,721	(9,388,322)	(9,164,874)	(223,448)

Marin Healthcare District
Balance Sheet
November 30, 2022

Assets	11/30/2022	10/31/2022	Change	12/31/2021
Current Assets				
Cash	733,340	713,310	20,030	712,254
Investment	3,477,010	3,352,039	124,971	3,976,384
Tax Revenues Receivable	13,744,930	12,413,298	1,331,632	6,785,671
Prepaid Expenses	7,000	8,000	(1,000)	3,600
Total Current Assets	17,962,280	16,486,647	1,475,633	11,477,909
Property, plant, and equipment, net	398,591,888	399,500,072	(908,184)	408,416,972
Parking Garage, net	20,348,600	20,431,073	(82,473)	21,420,741
Assets Limited To Use - Building Funds	8,460	8,439	21	2,426,274
Assets Limited To Use - Interest & Sinking Funds	1,610,734	1,572,233	38,501	9,462,038
Deposits & Retainers	36,000	36,000	-	36,000
Total Non-Current Assets	420,595,682	421,547,817	(952,135)	441,762,025
Total Assets	438,557,962	438,034,464	523,498	453,239,934
Liabilities and Net assets				
Current Liabilities				
Accounts Payable	630	1,050	(420)	1,399
Interest Payable	5,085,033	3,813,775	1,271,258	6,364,791
Accrued Expenses	102,323	100,078	2,245	2,547,797
Other Current Liabilities	-	-	-	-
Related Party Payables	7,408	6,174	1,234	0
Current Bond Maturities	955,000	955,000	-	680,000
Total Current Liabilities	6,150,394	4,876,077	1,274,317	9,593,987
Bonds Payable	363,790,000	363,790,000	-	364,745,000
Bond Premium	22,688,585	22,769,954	(81,369)	23,583,642
Total Liabilities	392,628,979	391,436,031	1,192,948	397,922,629
Net Assets				
Net Assets	55,317,305	55,317,305	-	68,745,451
Net (Loss)/Income	(9,388,322)	(8,718,872)	(669,450)	(13,428,146)
Total Net Assets	45,928,983	46,598,433	(669,450)	55,317,305
Total Liabilities and Net Assets	438,557,962	438,034,464	523,498	453,239,934