



**SoHum** Health

Southern Humboldt Community Healthcare District

# **GOVERNING BOARD MEETING**

January 26, 2023  
1:30 p.m.

***(In person and Via Webex  
Conferencing)***

**Sprovel Creek Campus, Rm 106  
286 Sprovel Creek Road  
Garberville, CA 95542**

## Governing Board

**Date:** Thursday, December 1, 2022  
**Time:** 2:00 p.m.  
**Location:** Sprowel Creek Campus and Via Webex Conferencing  
**Facilitator:** Board President, Corinne Stromstad

## Minutes

**Special Note:** Due to COVID-19, this meeting was held via teleconference.

**The following people attended at Sprowel Creek Campus and via Webex**

**Governing Board:** Corinne Stromstad and Barbara Truitt in-person, and Galen Latsko via Webex

**Not Present:** Kevin Church

**Also in person:** CEO Matt Rees; CNO Adela Yanez; CQO Kristen Rees; Leonor Ramirez, Behavioral Health; Jessie Bugbee, NP; April Barnhart, Clinic Nurse Manager; Chelsea Brown, Outreach Manager; CFO Paul Eves; and Karen Johnson, Board Clerk and Medical Staff Coordinator.

Also via Webex: Darrin Guerra, Administrative Assistant; Kimmy Schiebelhut, Interim HR Manager

- A. Call to Order – Board president Corinne Stromstad called the meeting to order at 2:01 p.m.
- B. Public Comment - None
- C. Board Member Comments - None
- D. Announcements - None
- E. Consent Agenda

- 1. Approval of Agenda

**Motion:** Barbara Truitt made a motion to approve the agenda, as submitted.  
**Second:** Galen Latsko

Ayes: Corinne Stromstad, Galen Latsko, and Barbara Truitt

Noes: None

Not Present: Kevin Church

**Motion carried**

2. Approval of Previous Meeting Minutes

- a. Special Governing Board Meeting Minutes, October 25, 2022
- b. Special Governing Board Meeting Minutes, October 26, 2022
- c. Governing Board Meeting Minutes, October 27, 2022
- d. Special Governing Board Meeting Minutes, November 3, 2022
- e. Special Governing Board Meeting Minutes, November 14, 2022
- f. Special Governing Board Meeting Minutes, November 15, 2022
- g. Special Governing Board Meeting Minutes, November 22, 2022

**Motion:** Barbara Truitt made a motion to approve the minutes, as listed above.

Second: Galen Latsko

Ayes: Corinne Stromstad, Galen Latsko, and Barbara Truitt

Noes: None

Not Present: Kevin Church

**Motion carried**

3. **Approval of Resolution 22:25** – Brown Act Amendment AB 361 Subsequent to Resolution 21:17 to provide a 30-day Extension until December 31, 2022.

**Motion:** Barbara Truitt made a motion to approve resolution 22:25, as described above.

Second: Galen Latsko

Ayes: Corinne Stromstad, Galen Latsko, and Barbara Truitt

Noes: None

Not Present: Kevin Church

**Motion carried**

F. Correspondence, Suggestions or Written Comments to the Board – None

G. Finance Report – Matt Rees for Paul Eves

1. Approval of October, 2022 Finances – Matt Rees – see report

- A corrected version of the Finance packet was submitted to the Board. Updated was the Stats Trend page.
- The Medicare amount due was paid off so we don't have to pay interest on the loan.
- Bad debt was a big hit on our finances due to the law change, which requires us to hold it longer. About \$900K was moved from Accounts Receivable to Bad Debt.

**Motion:** Barbara Truitt moved to approve the Financials, submitted for October, 2022.

**Second:** Galen Latsko

**Ayes:** Corinne Stromstad, Galen Latsko, and Barbara Truitt

**Noes:** None

**Not Present:** Kevin Church

**Motion carried.**

2. PFS report – October, 2022 - See report
  - a. HRG report – October, 2022 – See report

H. Chief Nursing Officer's Reports – Adela Yanez, CNO – See Report.

- Our SWG beds are going well. We have a constant turnover of patients.
- The Mobile Clinic is scheduled to be in Shelter Cove on December 30<sup>th</sup>, January 27<sup>th</sup> and February 24<sup>th</sup>.
- Visiting Nurse program will start in January, 2023.
- 3D Mammogram will be installed this week, then we just wait for the State of California to certify us.

I. Quality Assurance Performance Improvement Committee Report [H&S Code § 32155] – Kristen Rees, MPH, CPHQ, LSSBB, RHCEOC, Chief Quality and Compliance Officer and Risk Manager – (Jan., April, July, Oct.)

- Quality has been working on the grant Kristen discussed last month for Test to Treat for COVID. There may be an opportunity to get more money for other organizations we work with. We would be able to keep 10% Administration fee for reporting, etc.
- Regarding the QIP reporting the state has decided to require the hospitals to do the reporting and auditing during the same 6-month period, which is still not feasible. Previously, they wanted reporting in 6 months, immediately followed by auditing for 6 months, which leaves no time for improvements. We'll stick with it for another year, as we were advised there will be more changes next year.

J. Administrator's Report –Matt Rees, CEO

Introduced to the Board was Leonor "Leo" Ramirez, our new Substance Abuse Counselor. Her experience comes from Florida and she has just recently moved here to the area.

Also introduced was Jessie Bugbee, our new Family NP. Just recently graduated as an Acute NP and her family is deeply rooted in Humboldt County.

Matt has seen an advertisement for equine-assisted therapy and may look into it for this area.

Kent Scown will be going to court tomorrow regarding the property by the hospital that is owned by Christian Science church on Elm Street.

CHFFA loan was approved today.

1. Human Resources Quarterly Report – Kimmy Schiebelhut (Jan., April, July, Oct.) – See report.
2. Foundation Report – Chelsea Brown - (May, Aug., Nov., Feb.) - See Report

The Benbow Wine Auction raised over \$45,000 after expenses, and was a huge success. There were about 200 people who attended. Many expenses were for credit card processing fees. She'd like to do it again next year, but with the Benbow Inn in escrow now, we don't know if the new owners will allow it.

Caroline Hino-Bourassa stepped down as the Chair of the Southern Humboldt Health Foundation.

Chelsea is working on finding other grants and sources of funding for the new hospital. The economy isn't as good now, and many large donors made 10-year pledges.

3. Strategic Plan – No Report
4. Committee Reports –Barbara Truitt and Kevin Church – No report. The Ad Hoc Governance Committee having completed its work and there being no other ad hoc committees, this item will be removed from future agendas until a new ad hoc committee is formed.

K. Old Business – None

L. New Business

1. Approval of the purchase of GovernWell resources in the amount of \$7,500.00.

**Motion:** Barbara Truitt made a motion to approve the purchase of the GovernWell resources in the amount of \$7,500.00.

Second: Galen Latsko

Ayes: Corinne Stromstad, Galen Latsko, and Barbara Truitt

Noes: None

Not Present: Kevin Church

**Motion carried**

2. Approval of the Trustee Pledge – Meeting Code of Conduct – See form

**Motion:** Barbara Truitt made a motion to approve the Trustee Pledge provided by GovernWell and require all Governing Board present and future members sign it.

Second: Galen Latsko  
Ayes: Corinne Stromstad, Galen Latsko, and Barbara Truitt  
Noes: None  
Not Present: Kevin Church

**Motion carried**

3. FRC and the senior meals grant

Family Resource Center (FRC) and the Healy Center has been providing food and supplies to seniors for the last couple of years, and the cost had been covered by a grant. They've been putting packets together (groceries) and taking them to the seniors on days other than when Meals on Wheels delivers. The grant funding ended a few months ago and the cost is \$1,000 per month or \$12,000 per year. They're asking if the hospital would cover the cost of the program going forward, so the program can continue.

**Motion:** Barbara Truitt made a motion to approve \$1,000 per month for the senior meals program, as described above.

Second: Galen Latsko  
Ayes: Corinne Stromstad, Galen Latsko, and Barbara Truitt  
Noes: None  
Not Present: Kevin Church

**Motion carried**

4. 2023 Board and Finance calendar

The recent training and other information on the Brown Act changes were discussed. A decision was made to hold the regular Governing Board meetings, beginning January, 2023, on the last Thursday of each month, will begin at 1:30 p.m. and will be scheduled for 2 hours. January's Board meeting will be held on Thursday, January 26, 2023.

Paul said he thought having the Finance Committee on the Friday previous to that would be fine. The Finance Committee will determine when they will be meeting each month during their January, 2023 meeting.

The District's Board Bylaws will be updated to reflect these changes and will be submitted to the Board in the future for approval.

M. Meeting Evaluation – Good meeting

N. Parking Lot – None

O. Next Meetings

1. Medical Staff Committee - Policy Development, Wednesday, December 14, 2022, 11:00 a.m.

Going forward with the new policy program iPassport, Kristen asked who will be the representative going into iPassport to indicate the Board's approval/disapproval? The Board Clerk will be the one to indicate the Board's final decision.

2. QAPI Meeting - No meeting in December.
3. Finance Committee - TBD.
4. Governing Board Meeting Thursday, January 26, 2023 at 1:30 p.m.

P. Adjourn to Closed Session at 3:04 p.m.

Q. Closed Session opened at 3:04 p.m.

1. Approval of Previous Closed Session Minutes
  - a. Closed Session Governing Board Meeting October 27, 2022
  - b. Closed Session Special Governing Board Meeting, November 3, 2022
2. Compliance and Risk Report [H&S Code § 32155] – Kristen Rees, MPH, CPHQ, LSSBB, RHCEOC, Chief Quality and Compliance Officer and Risk Manager
3. Quarterly Clinic Service Review [H&S Code § 32155] – Adela Yanez, CNO (Mar, Jun, Sept, Dec)
4. Quarterly Patient Safety [H&S Code § 32155] – Adela Yanez, CNO (Jan, Apr, July, Oct)
5. Quarterly MERP Report [H&S Code § 32155] – Adela Yanez, CNO (Feb, May, Aug, Nov)
6. Medical Staff Appointments/Reappointments [Gov. Code § 54957]
  - a. Daniel Lucas, MD, Reappointment to Associate for Diagnostic Radiology privileges, 12/01/2022 to 11/30/2024
  - b. Jason Lue, MD, Reappointment to Associate for Diagnostic Radiology privileges, 12/01/2022 to 11/30/2024
  - c. Jose Ospina, MD, Reappointment to Associate for Diagnostic Radiology privileges, 12/01/2022 to 11/30/2024
7. Next regular Meeting Thursday, January 26, 2023

R. Adjourned Closed Session at 3:31 p.m.

S. Resumed Open Session at 3:31 p.m.

1. The following actions were taken at closed session

**Motion:** Barbara Truitt moved to approve the Previous closed session minutes of October 27, 2022 and November 3, 2022.

**Second:** Galen Latsko

**Ayes:** Galen Latsko, Barbara Truitt, and Corinne Stromstad

Noes: None

Not Present: Kevin Church

**Motion carried.**

**Motion:** Barbara Truitt moved to approve Dr. Daniel Lucas, Dr. Jason Lue and Dr. Jose Ospina for Reappointments to Medical Staff for Diagnostic Radiology privileges, for 12/01/2022 to 11/30/2024.

Second: Galen Latsko

Ayes: Galen Latsko, Barbara Truitt, and Corinne Stromstad

Noes: None

Not Present: Kevin Church

**Motion carried.**

T. Adjourned Open Session at 3:31 p.m.

*Submitted by Karen Johnson*

## Abbreviations

<i>ACHD</i>	Association of California Healthcare Districts	<i>ACLS</i>	Advanced Cardiac Life Support Certification
<i>AR</i>	Accounts Receivable	<i>BLS</i>	Basic Life Support Certification
<i>CAIR</i>	California Immunization Registry	<i>CEO</i>	Chief Executive Officer
<i>CFO</i>	Chief Financial Officer	<i>CMS</i>	Centers for Medicare and Medicaid Services
<i>CNO</i>	Chief Nursing Officer	<i>COO</i>	Chief Operating Officer
<i>CPHQ</i>	Certified Professional in Healthcare Quality	<i>CQO</i>	Chief Quality Officer
<i>EMR</i>	Electronic medical record	<i>ER</i>	Emergency Room
<i>FTE</i>	Full Time Equivalent/Full Time Employee	<i>HIM</i>	Health Information Management
<i>HRG</i>	Healthcare Resource Group	<i>HVAC</i>	Heating, Ventilation and Air Conditioning system
<i>IGT</i>	Intergovernmental transfer	<i>IT</i>	Information Technology
<i>JPCH</i>	Jerold Phelps Community Hospital	<i>LCSW</i>	Licensed Clinical Social Worker
<i>LVN</i>	Licensed Vocational Nurse	<i>MPH</i>	Master of Public Health
<i>OBS</i>	Observation	<i>PALS</i>	Pediatric Advanced Life Support Certification
<i>PFS</i>	Patient Financial Services	<i>QAPI</i>	Quality Assurance Performance Improvement
<i>OIP</i>	Quality Improvement Project/Program	<i>RN</i>	Registered Nurse
<i>SHCC</i>	Southern Humboldt Community Clinic	<i>SHCHD</i>	Southern Humboldt Community Healthcare District
<i>SNF</i>	Skilled Nursing Facility	<i>SWG</i>	Swing beds
<i>DO</i>	Doctor of Osteopathic Medicine		





## **Special Governing Board Meeting**

**Date:** Friday, December 16, 2022  
**Time:** 11:00 am  
**Location:** Sprowel Creek Campus and Webex  
**Facilitator:** Corinne Stromstad, Board President

## **Minutes**

**Governing Board:** Corinne Stromstad, Barbara Truitt, Galen Latsko and Kevin Church

**Not Present:** None

**Also present:** Jay Sooter, Paul Eves, Karen Johnson, Medical Staff Coordinator and Board Clerk

**Also present by Webex:** Kent Scown, COO

- A. Called to order at 11:01 am
- B. Public Comment –None
- C. Board Member Comments – Kristen Rees’ performance review was due in August. Add this as an agenda item for 12/28/22 Special Board meeting. Also, the board members enjoyed the holiday lunch. Next year they’d like to address the issue that many employees didn’t know who the board members were.
- D. Announcements – None
- E. New Business

### **1. Oaths of Office**

Jay Sooter took his Oath of Office for a 4-year period ending the first Friday of 2026.

Barbara Truitt took her Oath of Office for a 2-year period ending the first Friday of 2024.

Kevin Church took his Oath of Office for a 4-year period ending the first Friday of 2026.



Galen Latsko took his Oath of Office for a 4-year period ending the first Friday of 2026.

### 2. Approval of Measure F – Special Parcel Tax SB 165 Report

This instructs the county tax collector to collect the tax.

**Motion:** Barbara Truitt made a motion to approve Measure F -Special Parcel Tax SB 165 Report

**Second:** Galen Latsko seconded the motion

**Ayes:** Corinne Stromstad, Barbara Truitt, Jay Sooter, Galen Latsko and Kevin Church

**Noes:** None

**Not Present:** None

F. Adjourned at 11:12 am.

### Abbreviations

<i>ACHD</i>	Association of California Healthcare Districts	<i>ACLS</i>	Advanced Cardiac Life Support Certification
<i>AR</i>	Accounts Receivable	<i>BLS</i>	Basic Life Support Certification
<i>CAIR</i>	California Immunization Registry	<i>CEO</i>	Chief Executive Officer
<i>CFO</i>	Chief Financial Officer	<i>CMS</i>	Centers for Medicare and Medicaid Services
<i>CNO</i>	Chief Nursing Officer	<i>COO</i>	Chief Operating Officer
<i>CPHQ</i>	Certified Professional in Healthcare Quality	<i>CQO</i>	Chief Quality Officer
<i>EMR</i>	Electronic medical record	<i>ER</i>	Emergency Room
<i>FTE</i>	Full Time Equivalent/Full Time Employee	<i>HIM</i>	Health Information Management
<i>HRG</i>	Healthcare Resource Group	<i>HVAC</i>	Heating, Ventilation and Air Conditioning system
<i>IGT</i>	Intergovernmental transfer	<i>IT</i>	Information Technology
<i>JPCH</i>	Jerold Phelps Community Hospital	<i>LCSW</i>	Licensed Clinical Social Worker
<i>LVN</i>	Licensed Vocational Nurse	<i>MPH</i>	Master of Public Health
<i>OBS</i>	Observation	<i>PALS</i>	Pediatric Advanced Life Support Certification
<i>PFS</i>	Patient Financial Services	<i>QAPI</i>	Quality Assurance Performance Improvement
<i>OIP</i>	Quality Improvement Project/Program	<i>RN</i>	Registered Nurse
<i>SHCC</i>	Southern Humboldt Community Clinic	<i>SHCHD</i>	Southern Humboldt Community Healthcare District
<i>SNF</i>	Skilled Nursing Facility	<i>SWG</i>	Swing beds
<i>DO</i>	Doctor of Osteopathic Medicine		

*Submitted by Karen Johnson*

## Governing Board

**Date:** Wednesday, December 28, 2022  
**Time:** 11:00 a.m.  
**Location:** Sprowel Creek Campus and Via Webex Conferencing  
**Facilitator:** Board President, Corinne Stromstad

## Minutes

**Special Note:** Due to COVID-19, this meeting was held via teleconference.

**The following people attended at Sprowel Creek Campus and via Webex**

**Governing Board:** Corinne Stromstad and Jay Sooter in-person, and Kevin Church via Webex

**Not Present:** Galen Latsko and Barbara Truitt

**Also in person:** CEO Matt Rees; Darrin Guerra, Administrative Assistant and Karen Johnson, Board Clerk and Medical Staff Coordinator.

**Also via Webex:** COO Kent Scown, Adam Summers, Lab Manager and Heidi Holtermann, Outreach.

- A. Call to Order – Board president Corinne Stromstad called the meeting to order at 11:00 a.m.
- B. Public Comment - None
- C. Board Member Comments - None
- D. Announcements - None
- E. New Business

1. **Approval of Resolution 22:26** – Brown Act Amendment AB 361 Subsequent to Resolution 21:17 to provide a 30-day Extension until January 27, 2023.

**Motion:** Jay Sooter made a motion to approve resolution 22:26, as described above.  
**Second:** Kevin Church  
**Ayes:** Corinne Stromstad, Jay Sooter and Kevin Church  
**Noes:** None

Not Present: Galen Latsko and Barbara Truitt

**Motion carried**

2. Approval of SensoScientific Temperature Sensor System for the laboratory for the initial amount of \$28,570.00, as invoiced, to replace the current system. System will include annual fees (see attached.) – Kent Scown, COO

Our current system, even if upgraded, will not include humidity monitoring, as we're required to have. This purchase, if approved by the Board, will be contingent on the approval by Adam Summers, the Laboratory Manager to make sure it meets the needs of the laboratory.

**Motion:** Kevin Church made a motion to approve the purchase of SensoScientific Temperature Sensor System, as described above.

**Second:** Jay Sooter

**Ayes:** Corinne Stromstad, Jay Sooter and Kevin Church

**Noes:** None

Not Present: Galen Latsko and Barbara Truitt

**Motion carried**

F. Adjourn to Closed Session at 11:08 a.m.

G. Closed Session opened at 11:08 a.m.

H. New Business

1. Medical Staff Appointments/Reappointments [Gov. Code § 54957]

- a. Jessie Bugbee, NP, Initial Allied Health Practitioner Staff as Provisional Active with clinic privileges, January 1, 2023 to December 31, 2023
- b. Lee Beville, MD, Initial Medical Staff Appointment as Provisional Associate with Diagnostic Teleradiology privileges, January 1, 2023 to December 31, 2023
- c. Tuan Luu, MD, Initial Medical Staff Appointment as Provisional Active with Emergency Room and Inpatient privileges, January 1, 2023 to December 31, 2023

2. Personnel matter – Chief Quality and Compliance Officer Kristen Rees evaluation § 54957

I. Adjourned Closed Session at 12:05 p.m.

J. Resumed Open Session at 12:05 p.m.

1. The following actions were taken at closed session

**Motion:** Jay Sooter moved to approve the appointments of Dr. Lee Beville and Dr. Tuan Luu to Medical Staff and Jessie Bugbee, NP to Allied Health Practitioners Staff.

**Second:** Kevin Church

**Ayes:** Corinne Stromstad, Kevin Church, and Jay Sooter

**Noes:** None

**Not Present:** Galen Latsko and Barbara Truitt

**Motion carried.**

K. Adjourned Open Session at 12:06 p.m.

*Submitted by Karen Johnson*

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**Southern Humboldt Community  
Healthcare District**

	Dec 21	Jan 22	Feb 22	March 22	April 22	May 22	June 22	July 22	Aug 22	Sept 22	Oct 22	Nov 22	Current 12 Month AVG	Year to Date- Current Year
<b>In Patient Statistics</b>														
Total Acute Patient Days	11	3	18	15	5	3	7	6	6	10	8	22	10	52
Total Swing Patient Days	39	35	65	95	98	54	3	3	26	37	51	91	50	208
Total SNF Patient Days	237	223	190	217	228	221	215	248	248	214	241	240	227	1,191
<b>Total Patient Days</b>	<b>287</b>	<b>261</b>	<b>273</b>	<b>327</b>	<b>331</b>	<b>278</b>	<b>225</b>	<b>257</b>	<b>280</b>	<b>261</b>	<b>300</b>	<b>353</b>	<b>286</b>	<b>1,451</b>
Total Acute Discharges	5	1	7	3	3	1	3	1	2	3	2	8	3	16
Total Swing Discharges	2	2	2	5	5	3	2	1	1	3	3	4	3	12
Total SNF Discharges	2	1	1	0	0	2	0	4	0	1	0	0	1	5
	9	4	10	8	8	6	5	6	3	7	5	12	7	33
<b>Acute Length of Stay</b>	<b>2.20</b>	<b>3.00</b>	<b>2.57</b>	<b>5.00</b>	<b>1.67</b>	<b>3.00</b>	<b>2.33</b>	<b>6.00</b>	<b>3.00</b>	<b>3.33</b>	<b>4.00</b>	<b>2.75</b>	<b>3.07</b>	<b>12</b>
ER Admits	5	1	7	4	3	2	3	1	2	3	2	8	3	16
I/P Lab Visits	10	23	26	14	17	22	23	41	61	15	20	27	25	164
I/P Radiology Visits	4	2	5	6	6	10	3	3	5	5	3	6	5	22
I/P EKG's	1	0	0	0	0	0	0	0	0	3	0	0	0	3
<b>Out Patient Statistics</b>														
ER Visits	206	233	188	218	219	248	270	278	287	259	226	271	242	1,321
Clinic Visits	453	449	380	509	452	500	479	466	581	415	467	463	468	2,392
SLS Visits	0	0	0		0	0				0	0	0	0	0
Outpatient Medical	1644	2278	2597	1042	1049	1453	1853	1859	2005	1184	839	905	1,559	6,792
Laboratory Visits	839	1009	455	589	574	681	702	753	1351	507	401	481	695	3,493
Radiology	179	121	182	170	161	154	193	162	160	173	171	166	166	832
Mammography	9	17	9	14	13	28	9	18	30	18	19	9	16	94
CT Scans	66	73	77	88	72	80	88	63	80	77	60	90	76	370
EKG's	44	48	55	37	34	59	64	28	47	62	40	77	50	254
<b>Total O/P Visits</b>	<b>3,440</b>	<b>4,228</b>	<b>3,943</b>	<b>2,667</b>	<b>2,574</b>	<b>3,203</b>	<b>3,658</b>	<b>3,627</b>	<b>4,541</b>	<b>2,695</b>	<b>2,223</b>	<b>2,462</b>	<b>-</b>	<b>15,548</b>
Retail Pharmacy Rx's Sold	2,249	2,573	2,455	2,999	2,983	3,237	3,279	3,512	3,693	3,472	3,468	3,314	3,041	14,145
<b>Salary Statistics</b>														
Productive FTE's	79.2	71.7	79.1	77.4	79.7	81.1	81.2	81.2	80.2	87.4	90.7	98.4	82	
Paid FTE's	87.9	85.4	87.0	88.0	87.8	88.2	92.0	91.8	94.5	97.3	101.6	101.3	92	
Salaries & Ben as % of Net Rev	73.8%	50.1%	72.8%	55.64%	70.03%	71.65%	48.15%	2867.64%	56.79%	63.27%	82.33%	55.64%	297.33%	
Benefits as % of Salaries	38.3%	28.1%	43.9%	38.32%	43.42%	47.12%	-24.13%	11.55%	23.93%	19.68%	32.98%	38.32%	28.46%	
<b>Revenue Statistics</b>														
Gross A/R > 120 Days	1,746,576	2,040,686	2,152,505	2,071,508	2,181,976	1,997,956	1,799,059	1,676,234	1,718,059	1,160,605	794,385	751,731	1,674,273	
A/R>120 Days as % of Total AR	41.8%	41.8%	41.8%	41.8%	41.8%	41.8%	41.8%	43.8%	43.8%	39.3%	26.8%	26.8%	0	
Gross Days in A/R	94.7	91.6	86.5	86.5	88.5	84.9	82.9	83.4	77.0	72.0	60.0	55.0	86	
Net Days in A/R	87.5	84.4	79.9	79.9	80.0	78.6	75.0	77.3	71.0	67.0	54.0	49.0	80	
A/R Cash Collections	729,186	727,607	859,954	770,454	1,024,101	1,137,769	1,227,309	801,517	1,182,187	815,275	767,658	937,047	915,005	
Collections as % of Net Rev	63.1%	58.0%	59.5%	69.3%	61.5%	91.6%	95.1%	54.9%	2860.8%	55.6%	57.6%	82.0%	68.5%	
Accounts Payable Days	0.8	6.4	6.2	6.7	7.2	7.8	3.9	2.1	1.1	0.8	2.2	2.2	4.9	
Cash Collections per Cal Day	23,522	23,471	27,740	24,853	33,036	36,702	39,591	25,855	38,135	26,299	24,763	30,227	29,516	347,603
Cash Disburs. per Cal Day	42,521	41,846	54,626	53,853	46,099	53,257	53,859	58,544	50,307	50,270	54,701	55,648	51,294	925,237
<b>DATA Entry/Details/Calcs</b>														
Calendar Days	31	31	28	31	30	31	30	31	31	30	31	30		

**Southern Humboldt Community  
Healthcare District  
Income Statement  
November 2022**

Current Month			Year to Date			
\$					\$	%
Variance	Budget	Actual		Actual	Budget	Variance
			<b>GROSS PATIENT REVENUE</b>			
74,661	237,500	312,161	INPATIENT	855,586	950,000	(94,414)
55,481	41,670	97,151	INPATIENT ANCILLARY	218,649	166,680	51,969
589,288	1,202,080	1,791,368	OUTPATIENT ANCILLARY	6,165,487	4,808,320	1,357,167
719,430	1,481,250	2,200,680	<b>TOTAL PATIENT REVENUE</b>	7,239,722	5,925,000	1,314,722
			<b>DEDUCTIONS FROM REVENUE</b>			
186,070	515,630	701,700	CONTRACTUAL ALLOWANCES	2,227,544	2,062,520	165,024
(7,031)	71,670	64,639	PROVISION FOR BAD DEBTS	219,575	286,680	(67,105)
48,880	36,000	84,880	OTHER ALLOWANCES/DEDUCTIONS	434,989	144,000	290,989
	-300,000	(300,000)	OTHER OPERATING IGTs & SUPPLEMENTAL	(1,200,000)	(1,200,000)	
227,919	323,300	551,219	<b>TOTAL DEDUCTIONS</b>	1,682,108	1,293,200	388,908
491,511	1,157,950	1,649,461	<b>NET PATIENT REVENUE</b>	5,557,614	4,631,800	925,814
3,842	12,000	15,842	OTHER OPERATING REVENUE	68,633	48,000	20,633
495,353	1,169,950	1,665,303	<b>TOTAL OPERATING REVENUE</b>	5,626,247	4,679,800	946,447
(61,758)	731,670	669,912	SALARIES & WAGES	3,147,026	2,926,680	220,346
98,367	158,330	256,697	EMPLOYEE BENEFITS	655,707	633,320	22,387
109,954	123,330	233,284	PROFESSIONAL FEES	886,430	493,320	393,110
52,121	112,500	164,621	SUPPLIES	464,087	450,000	14,087
(5,913)	21,670	15,757	REPAIRS & MAINTENANCE	86,522	86,680	(158)
59,223	110,000	169,223	PURCHASED SERVICES	784,221	440,000	344,221
2,205	14,170	16,375	UTILITIES	65,629	56,680	8,949
(10,304)	23,330	13,026	INSURANCE	52,286	93,320	(41,034)
0		0	INTEREST	0	0	0
9,797	38,330	48,127	DEPRECIATION/ AMORTIZATION	190,670	153,320	37,350
49,087	33,330	82,417	OTHER	245,636	133,320	112,316
302,779	1,366,660	1,669,439	<b>TOTAL OPERATING EXPENSES</b>	6,578,214	5,466,640	1,111,574
192,574	(196,710)	(4,136)	<b>OPERATING PROFIT (LOSS)</b>	(951,967)	(786,840)	(165,127)
(2,500)	95,000	92,500	TAX REVENUE	370,000	380,000	(10,000)
(40,000)	40,000	0	OTHER NONOPERATING REV (EXP)	240,923	160,000	80,923
		143	INTEREST INCOME	27,704		
(42,357)	135,000	92,643	<b>NET NON OPERATING REV (EXP)</b>	638,627	540,000	98,627
150,217	(61,710)	88,507	<b>NET INCOME (LOSS)</b>	(313,340)	(246,840)	(66,500)

**Southern Humboldt  
Community Healthcare District  
Income Statement Trend**

	Dec 21	Jan 22	Feb 22	March 22	April 22	May 22	June 22	July 22	Aug 22	Sept 22	Oct 22	Nov 22	12 Month AVG: Mar '21-Feb 22	YTD - Current Year
Inpatient Daily Hospital Services	217,954	170,724	226,213	263,867	217,261	192,011	175,686	203,494	195,530	226,636	229,926	312,161	207,463	855,586
Ancillary Revenue	51,743	54,178	57,688	86,204	71,057	64,210	41,791	62,795	46,574	49,420	59,860	97,151	57,130	218,649
Outpatient Revenue	1,356,271	1,577,499	1,208,326	1,472,842	1,285,791	1,414,753	1,463,561	1,494,265	1,585,012	1,608,495	1,477,715	1,791,368	1,425,567	6,165,487
<b>Total Hospital Revenue</b>	1,625,968	1,802,401	1,492,227	1,822,913	1,574,109	1,670,974	1,681,038	1,760,554	1,827,116	1,884,551	1,767,501	2,200,680	1,690,160	7,239,722
Contractual Allowances	447,106	501,660	508,013	761,987	556,716	615,921	472,276	144,218	594,051	673,790	815,485	701,700	542,233	2,227,544
Provision for Bad Debts	137,821	117,448	118,631	10,157	49,676	17,220	43,045	76,189	12,288	96,895	34,203	64,639	63,979	219,575
Other Allowances/Deductions	100,622	38,322	67,521	90,994	52,827	61,168	21,290	191,920	73,992	78,939	90,138	84,880	78,132	434,989
Other Operating: IGTs & Supplemental	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(1,200,000)
<b>Total Deductions</b>	385,549	357,430	394,165	563,138	359,219	394,309	236,611	112,327	380,331	549,624	639,826	551,219	384,344	1,682,108
Contractual %													23%	23%
<b>Net Patient Revenue</b>	1,240,419	1,444,971	1,098,062	1,259,775	1,214,890	1,276,665	1,444,427	1,648,227	1,446,785	1,334,927	1,127,675	1,649,461	1,314,490	5,557,614
Net Revenue %	76%	80%	74%	69%	77%	76%	86%	94%	79%	71%	64%	75%	78%	77%
Other Operating Revenue	14,753	34,137	14,219	14,964	26,619	14,215	15,242	15,449	20,822	16,920	15,442	15,842	18,204	68,633
<b>Total Revenue</b>	1,255,172	1,479,108	1,112,281	1,274,739	1,241,509	1,290,880	1,459,669	1,663,676	1,467,607	1,351,847	1,143,117	1,665,303	1,332,694	5,626,247
Salaries & Wages	627,862	565,381	562,777	634,230	606,216	628,652	926,391	1,062,282	672,518	704,531	707,695	669,912	688,547	3,147,026
Employee Benefits	134,580	159,058	247,085	271,899	263,210	296,245	(223,582)	122,742	160,924	138,636	233,405	256,697	165,469	655,707
Professional Fees	109,637	112,547	278,975	310,402	178,201	228,761	214,234	175,415	224,275	217,692	269,048	233,284	208,342	886,430
Supplies	101,501	182,616	107,907	93,932	68,106	119,328	64,935	103,987	132,886	89,573	137,641	164,621	109,339	464,087
Repairs & Maintenance	8,884	12,666	27,885	16,373	43,108	21,161	24,467	48,351	15,083	12,430	10,658	15,757	21,226	86,522
Purchased Services	66,996	132,609	159,060	109,754	87,732	221,948	427,722	189,613	202,305	195,034	197,269	169,223	171,707	784,221
Utilities	6,943	4,079	39,491	6,414	32,704	18,898	42,146	9,191	17,557	18,992	19,889	16,375	18,515	65,629
Insurance	13,521	13,112	13,112	13,112	13,112	13,112	13,111	13,117	13,117	13,026	13,026	13,026	13,098	52,286
Interest														0
Depreciation	37,021	38,614	49,177	48,603	48,603	48,603	48,603	47,210	47,210	48,125	48,125	48,127	46,322	190,670
Other Expense	211,206	76,536	44,049	55,565	41,975	54,246	77,739	42,944	73,651	70,056	58,985	82,417	70,024	245,636
<b>Total Expenses</b>	1,318,151	1,297,218	1,529,518	1,560,284	1,382,967	1,650,954	1,615,766	1,814,852	1,559,526	1,508,095	1,695,741	1,669,439	1,512,589	6,578,214
Expenses %	105%	88%	138%	122%	111%	128%	111%	109%	106%	112%	148%	100%	113%	4%
<b>Profit/Loss from Operations</b>	(62,979)	181,890	(417,237)	(285,545)	(141,458)	(360,074)	(156,097)	(151,176)	(91,919)	(156,248)	(552,624)	(4,136)	(179,895)	(951,967)
Tax Revenue	92,500	100,855	92,500	92,500	92,500	92,500	92,500	92,500	92,500	92,500	92,500	92,500	93,196	370,000
Other Non Operating Rev (Exp)	244,733	327,636	347,670	383,116	301,936	365,465	724,752	100,000	12,035	73,376	55,512		248,033	240,923
Interest Income		6,789			9,031					27,704		143	11,147	27,704
<b>Net Non-operating Rev/(Exp)</b>	337,233	435,280	440,170	475,616	403,467	457,965	817,252	192,500	104,535	193,580	148,012	92,643	352,376	638,627
<b>NET INCOME/ (LOSS)</b>	274,254	617,170	22,933	190,071	262,009	97,891	661,155	41,324	12,616	37,332	(404,612)	88,507	172,480	(313,340)



**Southern Humboldt Community Healthcare District**  
**Balance Sheet**  
**November 2022**

<b>ASSETS</b>		<b>LIABILITIES &amp; FUND BALANCE</b>	
<b>Current Assets</b>		<b>Current Liabilities</b>	
Cash- Checking & Investments	849,060	Accounts Payable	281,313
LAIF Account	4,053,783	Accrued Payroll & Related costs	641,350
Humboldt County Property Tax Acct	1,426,306		
Patient Accounts Receivable	2,736,117	<b>Other Current Liabilities</b>	
Less Allowances	1,650,960	Deferred revenue IGT	
Accounts Receivable- Net	1,085,157	A/R Credit balances	
		Medicare Accelerated Payments	
Other Receivables	3,591,641	Medicare Contingency	2,000,000
Inventories	48,701	Current Portion-Long Term Debt	
Estimated 3rd Party Settlements		Other Short Term Debt - PPP Loan	
Prepaid expenses and Deposits	783,843	Accrued interest	
<b>Total current assets</b>	<b>11,838,490</b>	<b>Total current Liabilities</b>	<b>2,922,663</b>
<b>Property and Equipment</b>		<b>Long Term Debt, Less Current Portion</b>	
Land	959,877		
Land improvements	553,251	CHFFA Bridge Loan	511,000
Buildings	2,465,451		
Equipment	6,409,249		
Construction in progress	2,640,567	<b>Total Long-term debt</b>	<b>511,000</b>
Total property and equipment	13,028,395	<b>Less: Current Portion-Long Term Debt</b>	
Less : accumulated depreciation	(6,646,821)	<b>Net Long Term Debt</b>	<b>511,000</b>
Net property and equipment	6,381,574		
<b>Other Assets</b>		<b>Equity</b>	
Investments	5,852	Unrestricted Fund Balance--Prior Years	15,105,592
Total Other Assets	5,852	Net Income (Loss)--Current Year	(313,340)
		Restricted Fund Balance	
<b>Total Assets</b>	<b>18,225,916</b>	<b>Total fund balance</b>	<b>14,792,252</b>
		<b>Total Liabilities and Fund Balance</b>	<b>18,225,916</b>

CNO BOARD REPORT January 2023

Thursday, January 2023

### **New Year, New Goals**

The Visiting Nurse program was restarted at the beginning of this year and has already visited several homes in our community, bringing our patients much needed help, knowledge, and support.

The SWING program will have up to five swing beds open to increase the opportunity for the community to bring their family members to come and get post-operative care near them. And three beds open for other patients needing Observation or Acute care.

Infection Prevention:

Vaccines for the bivalent booster are being offered in the clinic on Wednesdays, and Flu vaccines are provided anytime I am here. Please send me an email.

Here are some current numbers to consider if you are on the fence about getting either of the vaccines.

Flu:

So far to date, as of December 31, 2022, there have been 22 million flu cases reported nationwide, 230,000 hospitalizations, and 14,000 deaths so far this season.

And there have been 74 pediatric flu deaths so far this season.

COVID-19

Covid 19 activity remains high across the country, with the new variant XBB.1.5 being the primary lineage increasing nationwide. So far, the most significant increase has been reported in the country's northeast region. In California, most cases consist of BQ.1.1 and BQ.2, the World Health Organization called the XBB.1.5 the most transmissible variant yet, and cases are reported and spreading in California.

COVID Bivalent vaccine continues:

Pfizer is available for 12 years and older. The new booster COVID Bivalent vaccine is expected to increase protection for the new circulating omicron variant. COVID Bivalent vaccine: 49 employees have received the Pfizer Bivalent vaccine since it became available. Please get in touch with the Clinic for more information and availability. We follow the CDC COVID guidelines for precautions and isolation when testing positive for covid. The SNF residents continue to be free from covid, thanks to the consistent staff following all the infection prevention regulations and protocols. We will continue following CDC COVID guidelines to protect residents, patients, and staff from COVID.

#### ED/Acute:

The ED continues to serve the community by providing emergency care and outpatient services.

We are fully staffed in the ED and Acute, and we have no traveler RNs at this time. We have four traveler LVNs who are helping on the Acute side with the SWING bed program.

The new ED/Acute manager who was expected to start working on December 2022 canceled, and we are back on advertising and looking again.

The nursing department continues to have monthly nursing and patient safety meetings.

Our goal continues to be that our patients and the community get the highest quality of care, and when they come to our hospital, they can see that the care reflects excellence, compassion, and love.

#### Laboratory:

The laboratory continues to have morning huddles and twice-weekly lab meetings. The lab team has been busy with the EPIC/OCHIN implementation meetings and paperwork and continuing to prepare for the COLA Survey. The lab team is confident that everything is ready for the COLA team to come and do the survey.

#### Skills Nursing Facility:

Kim Simms, Interim DON, had a family emergency and had to cancel her contract. Thankfully Mary Spring, RN, has accepted to be the interim DON until we find a permanent DON. Daisy Yanez, RN, has agreed to assist Mary and help her with her new responsibilities.

The SNF has two open beds, and the utilization Review team is working on finding the right candidates. We are going through the waiting list and giving priority to the local families.

With eight residents who continue to be covid free, the residents continue to get together for lunch daily, go on outings, and do fun activities.

#### Clinic:

The Clinic continues to provide excellent service to the community. Jessie Bugbee, FNP, is seeing patients and accepting new patients. Laura Mojica, our Pediatric Nurse Practitioner, continues seeing pediatric patients and accepting new patients.

The Visiting Nurse program has been back and running since the beginning of this year. The mobile Clinic continued to provide services in Shelter Cove every 4th Friday of the month. It was able to go to Rio Dell and offer community services for one day after the earthquake and will be going to Phillipsville on January 17.



The Behavioral Health program is doing a great job seeing patients and helping the community. We have a new Substance Use Navigator, Leo Ramirez, and she has been a great addition to our team. She has been helping in the ED, Acute, Clinic, and community.

#### Radiology

Radiology is growing, getting new services, and improving the services being provided to the community. The 3D mammogram and the ultrasound are up and running and available to the community. A new X-ray table was ordered, and it has arrived. The new table will provide a safer and more comfortable patient experience.

Adela Yanez, RN, BSN, CNO



# SoHum Health

733 CEDAR  
STREET 291  
SPROWEL CREEK  
ROAD  
GARBERVILLE, CA  
95542  
(707) 923-3921

## BYLAWS

### PREAMBLE

Pursuant to the Local Healthcare District Law of California ([Division 23 of the California Health and Safety Code](#)), and the authority granted by Section 32104 of the Health and Safety Code ~~of the State of California~~, these Bylaws are adopted for the purpose of establishing rules and regulations for the exercise of powers conferred and the performance of the duties imposed upon the Board of Directors of this Healthcare District by the laws of the State of California.

### ARTICLE I

#### GENERAL

#### SECTION 1. PURPOSE

It shall be the purpose of the Southern Humboldt Community Healthcare District (the "District") to provide and operate a general hospital, and ~~95-210a~~ Rural Health Clinic ([as provided for in Public Law 95-210](#)) in the District, for the purpose of furnishing those people in the District, whether residents or non-residents, hospital services ~~such~~ as may be associated with the operation of the general hospital. The Healthcare District shall encourage the practice of preventive medicine and the education of both health service workers and the general public. The District may enter into cooperative agreements with any recognized health concern or agency in order to further hospital and medical care, education and research.

#### SECTION 2. FULFILLMENT OF PURPOSE

To fulfill its duties and obligations to the District, the Board of Directors (["Board"](#)) shall maintain and operate Jerold Phelps Community Hospital in Garberville, California, the Southern Humboldt Community Clinic in Garberville, California, and outpatient services and other operations at the Sprowel Creek Campus, in Garberville. The Board shall employ such persons as necessary to operate the hospital and clinic and carry out what other services the Board may direct. Board members shall be actively involved in the quality management process.

#### SECTION 3. OTHER BY-LAWS

The Board may authorize such bodies as the Medical Staff and others to have their own Bylaws, which must have the approval of the Board, and may authorize the adoption of certain rules and regulations by the Administrator of the District. The Board is the supreme and final authority in all matters, and should any bylaws, rules or regulations ~~s~~ conflict with the Bylaws of the District, the Bylaws of the District are to remain in full force and effect and the contrary sections of the other bylaws, rules or regulations are deemed to have no force and effect.

#### SECTION 4. PRINCIPAL ~~LE~~ OFFICE

The principal ~~le~~ office for the transaction of the business of the District, [including posting of agendas](#)

and notices, Public Records Act requests, and filing of Board members' Statements of Economic Interest and the District's Conflict of Interest Code, is hereby fixed at 733 Cedar Street 291 Sprowel Creek Road, Garberville, California, Humboldt County.

## ARTICLE II

### MEETINGS

#### SECTION 1. PUBLIC

All meetings of the Board, whether regular or special, shall be open to the public, except as otherwise authorized by law, including the Ralph M. Brown Act ("Brown Act") and the Local Healthcare District Law. A "meeting" of the Board is any congregation of a majority of the members of the Board at the same time and place (whether in person or virtually) to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the Board.

#### ~~SECTION 2. PLACE~~

~~All regular and special meetings of the Board shall be held at such time and place as established by the Board.~~

#### SECTION 23. TIME, PLACE, AND NOTICE OF BOARD MEETINGS

##### A. Regular Meetings

The regular meeting date, time, and location of the Board shall be established annually by Resolution of the Board. The regular monthly Board meetings shall be held on the last Thursday of each month ~~following the fourth Tuesday of each month. Written notice of the time, place and purpose of such special meeting shall be delivered as required by Government Code section 54956. No business other than that stated in the above required notice shall be acted upon.~~ Notice, including the agenda, for each regular meeting must be provided in accordance with the Brown Act, at least 72 hours prior to the beginning of the regular meeting. In the event a regular meeting day shall fall upon a legal holiday, or should a canvas of Board members reveal that a quorum would not be present for the meeting, or should other conditions make it necessary or advisable to postpone the meeting scheduled for the regular date, the ~~President of the~~ Board may take formal action to select an alternate meeting date. In the event an alternate date is selected, all Board members within the District must be notified of this date and local news media and all persons having business with the Board scheduled for the date shall be notified as required by law.

##### B. Special Meetings

Special meetings may be called by the ~~presiding officer~~ President or by a majority of Board members for any purpose or purposes within the subject matter jurisdiction of the Board. Written notice of the time, place and purpose of such special meeting shall be delivered as required by Government Code section 54956. No business other than that stated in the above required notice shall be acted upon.

##### C. Emergency Meetings

In the case of an emergency situation involving matters for which prompt action is necessary due to a disruption or threatened disruption of public facilities, such as a work stoppage, crippling activity, or another activity that severely impairs public health, safety, or both, as determined by a majority of the Board members, the Board may hold an emergency meeting without complying with the 24-hour or 72-hour notice or posting requirements of the Brown Act, provided the Board still complies with the requirements set forth in Government Code section 54956.5.

##### D. Adjourned Meetings

The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in an order of adjournment, in accordance with Government Code section 54955. An adjourned meeting of a regular or special meeting may consider any business of the meeting that was adjourned.

#### **SECTION 34. QUORUM**

A majority of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for other purposes, but a small number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by Board members present.

#### **SECTION 45. MINUTES**

The Secretary of the Board shall cause to be kept, at the principal office of the Board, a digital computer file of the minutes of all meetings of the Board, showing the time and place of the meeting, whether regular or special, how authorized, the notice given, the names of Board members and staff present, and a statement of the vote of Board members on all motions and Resolutions.

#### **SECTION 56. MOTIONS AND RESOLUTIONS**

##### **A. General**

Action on all questions and other matters before the Board shall be by motion or by Resolution. The voting on Resolutions coming before the Board shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, except on the election of officers, which may be by ballot.

##### **B. Records**

Resolutions are formal documents and each is to have its own number and caption, be signed separately by the President and attested to by the Secretary. The resolutions are to be typed, indexed and filed separately.

##### **C. Repeal or Amendments**

Resolutions ~~shall~~ may be amended or repealed at any regular or special meeting.

#### **SECTION 67. AGENDA OF BUSINESS**

The agenda of business at any meeting of the Board of the District may include, but not be limited to, the following items:

1. Call to Order
2. Approval of the Teleconferencing of a Board Member
- 1-3. Approval of the Agenda
- 2-4. Public Comment on Non-Agendized Items
- 3-5. Board Member Comments
- 4-6. Announcements
- 5-7. Consent Agenda
  - ~~a. Approval of Agenda~~
  - a. Approval of Previous Meeting Minutes
  - b. Approval of Finance Report
  - c. Approval of Quarterly Quality Assurance Performance Improvement Committee Report
  - ~~b. —~~
  - e-d. Family Resource Center Report
  - f-e. Foundation Report

- ~~g.~~ Finance Report
- ~~h.f.~~ Chief Nursing Officer's Report
- ~~i.~~ Quality Assurance Performance Improvement Committee Report
- ~~j.g.~~ Administrator's Report
- ~~k.h.~~ Human Resources Quarterly Report
- 8. Correspondence, Suggestions or Written Comments to the Board
- 9. Administrator's Report
- ~~6.~~10. Old Business
- ~~7.~~11. New Business
- ~~8.~~12. Meeting Evaluation
- ~~9.~~13. Next Meeting Date
- ~~10.~~14. Adjourn to Closed Session
- ~~11.~~15. Closed Session
- ~~12.~~16. Adjourn to Open Session
- ~~13.~~17. Closed Session Report
- ~~14.~~18. Public Comments
- ~~15.~~19. Board Comments

## **SECTION 78. PARLIAMENTARY AUTHORITY**

Subject to the provisions of these Bylaws the Board will use the 2011 edition of Rosenbeurg's Rules of Order as the parliamentary guidelines for ~~our~~ District meetings.

## **ARTICLE III**

### **DIRECTORS AND OFFICERSTHE BOARD**

#### **SECTION 1. GENERAL POWERS OF BOARD**

The Board is the governing body of the District. All District powers may be exercised by or under the direction of the Board. The Board is authorized to make appropriate delegations of its powers and authority to officers and employees. It is the responsibility of the Board, functioning collectively, to govern the institution. To that end, the Board will oversee the development of policies, processes, and procedures that enable the District to fulfill its mission and vision in an effective and ethical manner.

- A. Each individual Board member is accountable to the Board and works within the structure of the Board towards the establishment and oversight of the implementation of policies and monitoring of the District's performance with respect to strategic direction, financial stewardship, quality outcomes, and District leadership.
- B. Board members will exercise authority with respect to the District and its affairs only when acting as part of the Board, and only during Board meetings or meetings of authorized Board committees. An exception exists for the President of the Board, who may collaborate and meet with the District's Administrator regularly and as needed regarding issues concerning the business of the District, including but not limited to agenda-setting for future Board meetings and Board policy updates. Board members are otherwise not authorized to independently exercise management authority with respect to the District or its affairs except as expressly delegated by action of the Board.

#### **SECTION 2. SPECIFIC BOARD RESPONSIBILITIES**

Unless expressly delegated to subordinate bodies or other District staff members, Board members shall:

- A. Regularly review and, where appropriate, update the District's mission statement and these Bylaws to enable the Board to meet the changing needs of the community it serves.
- B. Direct and oversee the establishment of advisory Board Committees, whether standing or special ("ad hoc").



- C. Direct the medical staff, in conjunction with guidance from the Administration, to:
  - 1. Independently and regularly report to the Board regarding the quality and safety of clinical care provided by the District's facilities and programs;
  - 2. Establish policies and processes that provide for and facilitate the Board's ability to oversee the delivery of safe and effective care in District facilities and programs;
  - 3. Establish and implement policies and processes that enable the Board to oversee and review the competency of medical staff.
- D. Regularly review and, where appropriate, update all financial policies, plans, and programs for the District, to enhance the preservation of the District's assets and resources. This includes, but is not limited to, undertaking, approving, and publishing an annual audit, and engaging the services of a qualified accountant of accepted reputation to conduct the audit and prepare a report, which must be made available online.
- E. Prepare, regularly review and, where appropriate, update a comprehensive strategic plan that aligns with the District's financial, human resources, facilities, technology, and quality assurance plans.
- F. Advocate on behalf of the District's policies, programs, and plans within the community served and with other constituent groups.
- G. Recruit, employ, and evaluate the performance of the Administrator in accordance with goals and objectives established for the Administrator by the Board, with both short and long-term considerations.
- H. Establish and implement ethics policies that minimize conflicts of interest and ensure compliance with governmental, regulatory, and other agency standards, laws, and principles relevant to excellent stewardship of the District.
- I. Perform other duties as may be assigned or directed by the Board, or required by law.

## **SECTION 31. DIRECTORS**

The ~~Healthcare District~~ Board shall consist of five directors, each of whom shall be a registered voter residing in the District. The members of the Board of Directors shall be elected by the qualified voters in the District to four-year terms. Any vacancy upon the Board shall be filled by the Board or the county Board of Supervisors as provided by law.

## **SECTION 42. ABSENCES AS CREATING VACANCY**

Notwithstanding any other provision of law, the term of any member of the Board of Directors shall expire if he/she has unexcused absences from three consecutive regular meetings, or from three of any five consecutive meetings of the Board, and the Board by Resolution declares that a vacancy exists on the Board.

## **SECTION 53. OFFICERS**

The officers of the Board of Directors shall be President and Vice-President/Secretary, and they shall be elected by the Board from among its members at a regular or special meeting in January.

## **SECTION 64. TERM OF OFFICE**

President and Vice-President/Secretary shall be elected in January of odd-numbered years for a term of two years.

## **SECTION 75. VACANCIES ~~OF TERMS OF IN~~ OFFICE**

Should the office of President become vacant, the Vice-President/Secretary shall fill that vacancy in the unexpired term of said office. A successor in a vacancy for the office of Vice-President/Secretary shall be elected at the next regular meeting, and such election shall be for the unexpired term of said office.

## **SECTION 86. PRESIDENT**

The President shall chair all meetings of the Board of the District. The President shall sign all

documents, and other instruments for and on behalf of the District, as authorized by Resolution of the Board. It shall be the duty of the President to meet with the Vice-President/Secretary and the Administrator as often as necessary to facilitate communication of issues and development of staff reports and agendas for regular and special meetings of the Board. They shall meet as often as necessary at the discretion of the President. The President shall appoint all Board committee members and committee chairs, and must perform all other duties incident to the office and which may be prescribed by the Board from time to time, including:

- A. Setting the content of the Board agenda in conjunction with staff, and working with the Vice-President/Secretary and District counsel, as needed, to effectuate any notices required by law;
- B. Stating and putting to a vote all questions which are regularly moved at meetings of the Board, or which necessarily arise in the course of Board proceedings, and to announce the result of the votes.
- C. Protecting the Board from irrelevant or improper motions through imposing appropriate rules of order;
- D. Authenticating all acts, orders, and proceedings of the Board;
- E. Coordinating with the District's Administrator and management staff for implementation of Board direction and policies;
- F. Designating and directing members of the Board to undertake special responsibilities when needed, and to report to the President on those activities as directed;
- G. Representing the Board at official functions when necessary;
- H. Serving as the spokesperson for the Board regarding Board actions when necessary;
- I. Providing regular updates to the Board regarding major District activities, using administrative support and in conjunction with the Administrator, as necessary; and
- J. Implementing processes designed to facilitate the collective awareness of the Board regarding major activities within the District, so that all individual Board members are provided the opportunity to be equally informed.

## **SECTION 97. VICE-PRESIDENT/SECRETARY**

The Vice-President/Secretary shall serve as President Pro Tem and shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice-President/Secretary shall fill the unexpired term of office. It shall be the duty of the Vice President/Secretary to meet with the President and the Administrator as often as necessary, in the discretion of the President, to facilitate communication of issues and development of staff reports and agendas for regular and special meetings of the Board. ~~They shall meet as often as necessary at the discretion of the President.~~

## **SECTION 108. ADDITIONAL DUTIES**

The Officers of the District shall perform such other duties and functions as may from time to time be required by the Board or the Bylaws or rules and regulations of the District or by the applicable statutory law of the State of California.

## **SECTION 11. REMOVAL OF OFFICERS**

An Officer may be removed from office by the affirmative vote of four members of the Board, not counting the affected Board member. In addition, an Officer will automatically be deemed removed from office when his or her successor is elected by the Board.

## **ARTICLE IV**

### **COMMITTEES**

#### **SECTION 1. BOARD COMMITTEESFORMATION**

1. **Appointment:** All committee members shall be appointed by the President of the Board to serve up to two years, or for the life of the Committee, whichever is shorter, with the advice and consent of the Board, and shall be reappointed at the annual

organizational meeting. The President of the Board shall appoint the chair of each committee. All committees shall be advisory only to the Board unless otherwise specifically authorized to act by the Board.

2. **Committee Membership:** Every effort shall be made to include qualified and interested Board Members and volunteers from the District.

## **SECTION 2. SPECIAL AD HOC COMMITTEES**

Special ad hoc committees, including no more than two Board members, may be appointed by the President with the concurrence of the Board for such special tasks as circumstances warrant. Such special committee shall limit its activities to the accomplishment of the task for which created and appointed, and shall have no power to act, except such as is specifically conferred by action of the Board. Upon completion of the task for which it was appointed, such special committee shall stand discharged.

## **SECTION 3. STANDING COMMITTEES**

Standing committees may be appointed by the President with the concurrence of the Board when such standing committees are deemed necessary. Such standing committee shall limit its activities to the accomplishment of the task for which it was created and appointed. Said standing committee as may be created shall be discharged by motion duly made and passed by the Board Directors. Standing committees with a continuing subject matter jurisdiction or meeting schedule fixed by formal action of the Board, whether permanent or temporary, are subject to the Brown Act, even when they contain less than a quorum of members of the Board.

1. **Finance Committee:** The Finance Committee shall be a standing committee of the Board. The Finance Committee shall consist of at least three members. The chairperson of the Finance Committee shall be a member of the Board. The purpose of the Finance Committee shall be to obtain and present to the Board the financial reports necessary for the Board to carry out its fiduciary responsibility. The Finance Committee shall review financial reports on a regular basis with the purpose of ensuring the relevant information is presented in a clear and comprehensible format and to alert the Board to information requiring its attention. The Finance Committee shall meet monthly and report to the Board of Directors each month. Finance Committee meeting minutes shall be maintained at the principal office of the Board showing and shall show such the time and place of each meeting, whether regular or special, and the nature of the deliberations of the Committee.

# **ARTICLE V**

## **ADMINISTRATOR**

### **SECTION 1. SELECTION**

The Board shall select and employ, or contract with, a competent, experienced Administrator who shall be its direct executive representative in the management of the District and who shall report to the Board. The desirable educational qualifications of the Administrator are: graduation from an accredited college or university with a degree in hospital, public or business administration, accounting, or a closely related field. (Additional experience in hospital administration may be substituted for education on a year-for-year basis.) The qualifications of experience are: three years of experience in a hospital as Administrator, business manager, accounting officer, personnel officer, or equivalent level position. This Administrator shall be given the necessary authority and held responsible for the administration of the District in all its activities and departments, subject only to such policies as may be adopted, and such orders as may be issued, by the Board or by any of its committees to which it has delegated power for such action. ~~He or she~~The Administrator shall act as the "duly authorized representative" of the Board in all matters in which the Board has not formally designated some other person for that specific purpose. However, nothing in this section is to be

construed as depriving or delegating from the Board to the Administrator any of the powers and duties imposed upon the Board by the "Local Healthcare District Law," Division 23, Chapter 12, of the Health and Safety Code of the State of California, or related statutes. The Board shall designate a mechanism for the periodic review of performance and compensation of the chief executive officer.

## **SECTION 2. AUTHORITY AND DUTIES**

Among the specific duties of the Administrator are the following:

- ~~A1.~~ To assume administrative authority as delegated by the District's Board.
- ~~B2.~~ To act as business manager of the hospital and clinic, acting for the Board in the handling of admissions to the hospital, and in the handling of financial arrangements between the District and patients; to act in the interest of this District in the collection of its accounts receivable; to purchase equipment and supplies needed in the operation of the District; to prepare for payment all of the accounts payable; and to assume responsibility for payrolls, office records, and bank deposits.
- ~~C3.~~ To receive communications and other matters to be brought to the attention of the Board at times when the Board is not in session, ~~and, to~~ report these as well as other matters pertaining to District operations regularly to the Board.
- ~~D4.~~ To handle matters pertaining to District personnel, including employment and discharge of District employees.
- ~~E5.~~ To do any and all things possible toward protection of patients of this District from injury or negligence on the part of persons serving patients and to act to protect this District and its Board from any cause that might give rise to any legal action and from any condition that might subject the District or the Board to legal action for negligence and the like.
- ~~F6.~~ To assure the District maintains an effective quality assessment and improvement program.
- ~~G7.~~ To act in the capacity of liaison between the Board and the Medical Staff of the District, which would include representing the Board at meetings of the Medical Staff and its committees and subcommittees when not contra-indicated by the Bylaws of the Medical Staff.
- ~~H8.~~ To act for the Board in the matter of medical records, including the enforcement of state requirements as to contents and other matters, and the retention of possession and custody of all records in accordance with generally accepted healthcare practice, enforcing at all times the policies of the Board in the matter of record keeping.
- ~~I9.~~ To be official custodian of all minutes of the Medical Staff and its committees and sub-committees.
- ~~J10.~~ To act in the interest of the District in the matter of maintaining the highest possible standards of medical care for its patients.
- ~~K11.~~ To act in the interest of the Board in all the aforementioned duties to the best of his or her ability in the interpretation and enforcement of policies set forth by the Board in such other matters as may be specifically delegated to him or her by this Board from time to time.
- ~~L12.~~ To designate an individual to act for him/her in his/her absence, in order to provide the District with administrative direction at all times.
- ~~M13.~~ To oversee the development and implementation of the budget.
- ~~N14.~~ ~~Responsibility to~~ monitor contractor services and assure quality. All new and/or renegotiated contracts that would increase cost to the District of \$15,000.00 annually are to be brought to the Board for approval.

Q15. To present all unbudgeted expenses over \$5,000.00, with the exception of emergency repairs and expenses, to the Board for approval.

P16. To meet with the President and Vice-President/Secretary of the Board as often as necessary to facilitate communication of issues and development of staff reports and agendas for regular and special meetings of the Board. They shall meet as often as necessary at the discretion of the President.

It is understood that while responsibility rests on the Administrator of this District for the duties assigned, many tasks ~~so included subordinate to those directly carried out by the Administrator will~~ may be delegated to other employees of the District by the Administrator.

## ARTICLE VI

### MEDICAL STAFF

#### SECTION 1. ~~THE MEDICAL STAFF~~ ORGANIZATION

The Board shall approve appointment of all members of the Medical Staff, which ~~Medical Staff~~ shall ~~have its own Bylaws~~ be self-governing with respect to the professional work performed in District facilities, and which shall comply with all of the requirements set forth in Section 32128 of the Health and Safety Code of the State of California. Said Medical Staff shall further be governed by bylaws, rules and regulations, which meet accreditation standards and the legal requirements of Title XXII (C.A.C.).

#### SECTION 2. MEDICAL STAFF MEMBERSHIP

Membership in the Medical Staff is a prerequisite to the exercise of clinical privileges in District facilities, except as may otherwise be specifically provided in the Medical Staff bylaws.

A. Prerequisite for Membership: Membership on the Medical Staff is restricted to practitioners who are competent in their respective fields, worthy in character and in professional ethics, and who are currently licensed by the State of California. The bylaws of the Medical Staff may provide for additional qualifications for membership and privileges, as appropriate.

B. Board Powers: The Board shall have the power to exclude from Medical Staff membership, to deny reappointment to the Medical Staff, and to restrict the privileges of any physician, dentist, podiatrist, or clinical psychologist at any facility operated by the District who fails to meet the standards of competence, character, training, experience, judgment, and professional ethics prevailing at said facility for membership on the Medical Staff or the enjoyment of particular privileges. The Medical Staff shall forward to the Board specific written recommendations to allow the Board to take informed action related to appointment and reappointment of Medical Staff members; restricting, reducing, terminating, and revoking Medical Staff membership; granting, modifying, reducing, terminating, and revoking clinical privileges; matters relating to professional competency; the process by which Medical Staff membership may be terminated; and the process for hearing procedures. Final action shall be taken by the Board on these matters after considering the Medical Staff recommendations.

C. Non-Discrimination: No aspect of Medical Staff membership or particular clinical privileges shall be denied on the basis of sex, race, age, creed, color, national origin, sexual orientation, or physical or mental impairment that does not pose a threat to the quality of patient care.

A-D. Effect of Other Affiliations: No person shall be entitled membership on the Medical Staff merely because that person holds a certain degree, is licensed to practice in this or any other state, is a member of any professional organization, is certified by any clinical board, or because this person had, or presently has, staff membership or privileges at another healthcare facility. Medical Staff membership or clinical privileges will not be conditioned or

determined on the basis of an individual's participation or non-participation in a particular medical group, IPA, PPO, PHO, hospital-sponsored foundation, or other organization or in contracts with a third party which contracts with this District.

### **SECTION 3. ADMISSION AND CARE OF PATIENTS**

- | [A1.](#) Only physician members of the Medical Staff of the District shall admit patients to the Hospital.
- | [B2.](#) Physician members of the Medical Staff shall be responsible for the medical aspects of each hospitalized patient's care.
- | [C3.](#) Physician members of the Medical Staff are delegated the responsibility for the quality of medical care utilizing quality assessment and improvement standards which call for unification of all elements designed to assure quality of patient care.

### **SECTION 4. MEDICAL STAFF BYLAWS**

- | [A1.](#) The Medical Staff shall develop, adopt, and periodically review Medical Staff Bylaws and rules and regulations, which are consistent with District policy and with any applicable legal or other requirement. Such Medical Staff Bylaws are subject to and effective upon approval by the Board. The Board shall not unreasonably withhold approval.
- | [B2.](#) The Medical Staff Bylaws shall provide for the organization of physicians, dentists, podiatrists, and clinical psychologists licensed to practice in this state who are permitted to practice in the District into a formal professional staff, with appropriate officers and bylaws and with staff appointments at least every two years.
- | [C3.](#) The Medical Staff Bylaws shall provide for procedures for appointment and reappointment of Medical Staff as provided by the standards of Title 22. Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as may be provided in the Bylaws and in such rules and regulations as the Medical Staff may from time to time adopt.
- | [D4.](#) The Bylaws of the Medical Staff shall provide procedures for a hearing by the Medical Staff Committee of the Whole where an applicant has been denied a recommendation for membership or privileges. The Bylaws shall also provide for a final hearing by the Board of Directors or its designate as set forth in Section 32150-32155 of the Health and Safety Code of the State of California.
- | [E5.](#) The Medical Staff Bylaws shall provide that the Medical Staff shall be self-governing with respect to the professional work performed in District facilities; that the Medical Staff shall meet regularly and review and analyze its clinical experience in accordance with at least the requirements of community standards for medical care, and all applicable Federal and State statutes, regulations or applicable codes; and that the medical record review function shall be performed by the Medical Staff Committee of the Whole in accordance with the guidelines as set forth in the Quality Assurance Plan of the District.
- | [F6.](#) The Medical Staff Bylaws shall provide that accurate and complete medical records be prepared and maintained for all patients. Medical records are to include identification data, person and family history, history of present illness, physical examination, special examination, provisional or working diagnosis, condition on discharge, and such other matters as the Medical Staff shall determine.
- | [G7.](#) The Medical Staff Bylaws shall provide for the continuing quality improvement of medical care. The Medical Executive Committee, as a Committee of the Whole, shall perform the quality assessment and improvement function. Reports from the Medical Staff Committee concerning quality assessment and improvement shall be submitted quarterly to the Board of Directors.
- | [H8.](#) The Medical Staff Bylaws shall provide for an effective means of review for all relevant hospital

policy and procedure referred for consideration by hospital administration or the Board of Directors. The Medical Staff Committee shall indicate its approval of policy by signature, or make alternative recommendations to the Board of Directors.

## **ARTICLE VII**

### **BYLAWS**

#### **SECTION 1. INSPECTION**

These Bylaws shall be kept at the principal office of the District and shall be open to public inspection.

#### **SECTION 2. AMENDMENTS**

The Bylaws may be amended or repealed by approval and vote of the majority of the Board at a regular or special meeting as necessary.

## **ARTICLE VIII**

### **MISCELLANEOUS PROVISIONS**

#### **SECTION 1. ADOPTION**

These Bylaws shall be adopted by Resolution of the Board. Upon adoption of these Bylaws, all prior Bylaws and Amendments thereto shall be of no further force and effect, and provided further, that if any of these Bylaws, or sections ~~or section~~ thereof, are found to be contrary to the laws of the State of California, the state or federal constitution, or of the laws of the United States of America, such Bylaws, or sections ~~or section~~ thereof, are deemed to have no force and effect, but all remaining Bylaws, sections ~~or section~~ or sections thereof, are to remain in full force and effect.

The Board Bylaws shall be reviewed annually, revised as necessary, and dated to indicate time of last review.

#### **SECTION 2. DELEGATION**

No assignment, referral, or delegation of authority by the Board to the Hospital, Administrator, the Medical Staff, or anyone else shall transfer ultimate responsibility for conduct of the District. The Board shall retain the right to rescind any such delegation.

#### **SECTION 3. ORIENTATION**

A comprehensive orientation program shall be provided for new members of the Board to enhance the effectiveness of their participation. A continuing education program, based at least in part on identified needs, shall be provided for members of the Board. Members of the Board shall avail themselves of training opportunities as available at least once per year.

The Administrator will meet with all new Board members, elected or appointed, prior to attendance at their first Board meeting. At this time, the Administrator will discuss the format of the reports, which he or she presents at the Board meetings, and explain their significance to the operation of the District. New Board members will be given a tour of facilities and will review the prior twelve (12) months Board minutes and any other relevant documents. Questions regarding this material should be addressed to the Administrator.

## **ORIENTATION CHECKLIST FOR NEW GOVERNING BOARD MEMBERS**

1. Most recent annual District financial audit.
2. District Bylaws.
3. Medical Staff Bylaws, Rules and Regulations.
4. District organization chart.
5. Minutes of previous year's Board meetings, except minutes of closed sessions.
6. Most recent facility licensing and certification survey.
7. Comprehensive tour of the facilities.
8. Copy of the Healthcare District Act.
9. Quality Assurance Plan.
10. Ralph M. Brown Act.

## **SECTION 4. CONFLICT OF INTEREST**

Any Board member having a potential conflict of interest in a matter before the Board shall so indicate and shall abstain from participation in any discussion or decision relating to that matter. [Board members shall, to the best of their ability, adhere to the provisions of the District's Code of Conduct and any and all laws and regulations relating to conflicts of interest, including but not limited to the Government Code and Health and Safety Code.](#)