



BOARD OF DIRECTORS MEETING MINUTES

September 27, 2018

Millbrae City Hall

621 Magnolia Ave Millbrae, Ca 94030

1. **CALL TO ORDER:** Chair Cappel called the meeting to order at 18:30 hours.
2. **ROLL CALL:** Present were Chair Cappel, Vice-Chair Navarro, Secretary Galligan, Treasurer Zell, and Director Pagliaro. Also present were CEO Fama, Community Benefits Manager McDevitt, and CBO Yee.
3. **CONSENT CALENDAR:**

Director Pagliaro made two corrections. On the minutes– Page 3, revise paragraph under Director Pagliaro to read “*other projects on the land where the old movie theater was.*”. On CEO report page 14, change “*forth*” to “*fourth*”

Director Zell moved, Director Galligan seconded to approve the Consent Calendar documents as corrected by Director Pagliaro. The motion passed unanimously. 5/0/0
4. **REQUEST TO ADD AN URGENT ITEM TO THE AGENDA UNDER NEW BUSINESS:**

CEO Fama reported that it is urgent that the Board act on Resolution No. 2018 -01 that allows for a language change in the Lease Agreement relating to the financing documents for the assisted living construction project. This must be done before occupancy of the building.

Director Zell moved, and Director Navarro seconded to approve adding the urgent agenda item to New Business as requested by Management. The motion passed 5/0/0
5. **ORAL COMMUNICATIONS:** No Oral Communications were offered.
6. **SPECIAL PRESENTATIONS:**
 - A. **HepB Free Bay Area – Expansion into San Mateo County, First Year Progress Report: Richard So, Program Coordinator:**

Hep B Free Bay Area expanded from San Francisco and is celebrating its first year in San Mateo County this month. Launched with the support of partners such as Peninsula Health Care District, Stanford Health Care, San Mateo County Health System, Lazarex and Gilead, its mission is to increase awareness, prevention, screening and treatment of hepatitis B and related liver cancer. Mr. So noted:

 - 1 in 12 Asian Pacific Islanders is chronically infected with hepatitis B
 - 2 out of 3 don't know they have it
 - Those chronically infected are 100 times more likely to get liver cancer
 - 30% of San Mateo County residents are Asian Pacific Islanders

Mr. So reported on his progress over the past 12 months: 320 residents screened; 2000 residents and 120 health care providers received direct education sessions; and, HepB Free was present at 52 community education and screening events. His concluding remarks underscored the impact this program can have for our residents:

“With a safe and effective vaccine and affordable, simple treatment, no one should be dying from this disease.”

Chair Cappel thanked Mr. So, for his report. PHCD is proud to have helped bring this important education and prevention program to the community by providing office and meeting space and a modest funding grant.

7. REPORT OUT FROM CLOSED SESSION 9/27/18: **Chair Cappel** stated the meeting focused on negotiating details related to the developer agreement and threatened litigation concerning at-large elections and property negotiations related to the Peninsula Wellness Community.

8. COMMITTEE REPORTS:

A. Long Term Planning – September meeting cancelled.

B. Building committee- Next meeting is scheduled October 5 with General Contractor.

C. Community Health Investment – Chair Galligan and Ms. McDevitt reported:

1. Reported that AB 2019 was signed by the Governor and provides additional requirements for healthcare district grants programs. PHCD’s program is currently compliant with the new law. More changes go into effect in 2020; forms will be revised accordingly during the annual policy/procedure review.
2. Two members have resigned due to schedules – Kitty Lopez and Steve Droz. Recruiting for a human services representative and community member-at-large.
3. Committee reviewed the FY 2018 uses of the Discretionary Fund and found all expenditures to be appropriate.
4. Committee reviewed the interim reports submitted by FY 2018 grant recipients and found them to meet requirements.

9. BOARD CHAIR’S REPORT: No further report.

10. TREASURER’S REPORT: **Treasurer Zell** reported on his attendance and presentation at the Burlingame School District’s September 11, 2018 Board meeting at which PHCD’s July 13 letter requesting a meeting to continue discussions on a possible relocation of the BSD administration office. It was an information exchange; he agreed to share PHCD’s recent property appraisal; BSD was appreciative and responded they will get their own as well.

11. DIRECTORS REPORTS:

A. Directors Galligan and Zell reported on their attendance at the Association of California Healthcare District’s Annual meeting in Pismo Beach. Director Zell is on the Board of Directors and CEO Fama has been reappointed to the Education Committee.

12. MANAGEMENT REPORT:

A. 70th Anniversary Celebration:

1. Event Brite invitation will go out first week of October
2. Staff had conference call with Mr. Vendantam; his enthusiasm and request for
3. information indicate he should be a good keynote speaker.
4. Sponsorship funding is at \$25K

B. Foundry Teen Behavioral Health Site Visit: **Director Zell and Ms. McDevitt** gave a briefing on their work over the past two years with the Stanford Youth Behavioral Health leadership in exploring effective models to take PHCD’s involvement in addressing the growing need for

behavioral health services for youth between 14 and 24. PHCD representatives have been invited to Vancouver to make two site visits and get a comprehensive introduction to the services, start-up requirements, what works, etc. The site visit will occur October 3rd & 4th.

C. FlashVote Community Outreach and Survey Tool: Ms. McDevitt provided an overview of PHCD's experience with this survey tool over the past two years; how results have integrated into strategic planning, class topics, meeting times, etc.; and the potential going forward to increasing the number of participating residents. Our target is 600; our enrollees are 124.

13. OLD BUSINESS:

A. Peninsula Wellness Community Update-CEO Fama reported:

1. Developer Team August/September Meetings focused on project timeline, developer entity structure, status of discussions with Burlingame School District and stakeholder feedback concerning affordable and workforce housing needs.
2. Public Comment was offered by two Burlingame residents asking the Board to incorporate affordable and work force housing on the development; offering suggestions for outreach communications; and, commenting on need to improve website navigation and content related to this project.

B. Trousdale Assisted Living Facility Update- CEO Fama reported:

1. State licensing visit now scheduled for October 5th. If approved, new staff will get a 2-week notice to report to work; they'll receive a week's orientation and be ready for resident move-in November 1.
2. A welcoming "Charter Depositor" event is also scheduled for October 5th. Future residents will be welcomed, get a tour, see their apartments and receive an initial orientation to the many features and amenities.
3. Public grand opening will occur after the first round of residents settled in.

C. Sonrisas Dental Health – Performance Review, Unaudited FY 2018 financials – CEO Fama reported:

1. Highlights from year-end performance: Total visits over 11,000, deductions from revenue 10% better than budget, direct costs 18% better than budget, indirect costs 3% over budget, Net Ordinary Income still a loss of \$403,335; however, 72% better than anticipated due to Total Grants, Incentives and Donations of \$1,237,248 of which \$900,000 was PHCD support.
2. Performance against strategic initiatives are reported monthly to the SDH Board and include: FQHC partnership with county health; launching IV sedation program; increasing screening and education outreach to schools and senior centers; recruitment of a dedicated Development Director for fundraising.

14. NEW BUSINESS:

A. ACHD Certification of Best Practices in Governance-Renewal Process: Ms. McDevitt reviewed the criteria and process for completing the application to renew this credential. New to the application is the requirement of a Board Self Evaluation and CEO Evaluation. The Board does an annual CEO review; it does not do a self-evaluation. ACDH offers Board Self Evaluation and CEO Evaluation tools. Therefore, Ms. McDevitt asked for three actions:

1. Board approval to pursue renewing the ACHD Best Practices Certification
2. Board approval to conduct a self-evaluation before 12/31/18
3. Board approval to use the tools offered by ACHD.

Director Pagliaro moved, Director Cappel seconded, and the motion passed unanimously to accept the recommendations as put forth by staff and summarized above. 5/0/0

B. Approval of Board Resolution 2018-01:

" RESOLUTION APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDMENT TO THE LEASE AGREEMENT RELATING TO THE OUTSTANDING PENINSULA HEALTH CARE DISTRICT CERTIFICATES OF PARTICIPATION (2014 MEMORY CARE AND ASSISTED LIVING FACILITY FINANCING PROJECT) AND AN AMENDMENT TO THE SUBLEASE AGREEMENT RELATING TO THE OUTSTANDING PENINSULA HEATH CARE DISTRICT CERTIFICATES OF PARTICIPATION (2017 MEMORY CARE AND ASSISTED LIVING FACILITY FINANCING PROJECT) AND APROVING CERTAIN OTHER ACTIONS":

CEO Fama reviewed the need for these amendments and distributed a memo outlining why the request, confirmation that Western Alliance Bank agrees and proposed the new language which was reviewed by PHCD's financing consultants Brian Quint and Gary Hicks and all approved the proposed change. The change essentially changes the insurance coverage requirement from an "Occurrence" basis to a "Claims Made" basis.

Treasurer Zell moved, Director Galligan seconded and the motion to approve Resolution 2018-01 was approved unanimously, 5/0/0.

15. MEDIA AND CORRESPONDENCE: No items were pulled for discussion.

16. ADJOURNMENT: There being no further business, the meeting was adjourned by Chair Cappel at 20:30 hours.

Written and submitted by:
Stephanie M. Arevalo, Executive Assistant

APPROVED BY


Lawrence W. Cappel, Board Chair


Helen Galligan, R.N Board Secretary