



**MARIN HEALTHCARE DISTRICT**  
100-B Drakes Landing Road, Suite 250  
Greenbrae, CA 94904

**BOARD OF DIRECTORS**  
**REGULAR MEETING**  
**MINUTES**  
**Tuesday, February 10, 2015**  
Marin General Hospital, Conference Center

**1. Call to Order**

Chair Simmonds called the meeting to order at 7:00 pm

**2. Roll Call**

BOARD MEMBERS PRESENT: Chair Harris Simmonds, MD; Vice Chair Ann Sparkman; Secretary Jennifer Rienks; Director Larry Bedard, MD, Director Jennifer Hershon

ALSO PRESENT: Lee Domanico, Chief Executive Officer; Colin Coffey, District Counsel; Louis Weiner, Executive Assistant to the Boards

**3. General Public Comment**

Cindy Winter of Greenbrae commented on traffic, bicycle and pedestrian route plans for the new hospital.

Barb Ryan, RN, CNA chief nurse representative, stated that she had sent an email message today to the Board members regarding the pay of nurses participating at the bargaining table.

Counsel Coffey reported that a Closed Session was held prior to this Open Session, and that no reportable action was taken.

**4. Safety Update**

CEO Domanico recounted an incident in Emergency where an Environmental Services employee came to the direct quick assistance of a patient in distress, underscoring that non-clinical people also help to strengthen the culture of patient safety.

Public comment: none.

**5. Approval of Agenda**

Secretary Rienks moved to approve the agenda as presented. Director Hershon seconded. Vote: all ayes.



**6. Approval of Consent Agenda**

**a. Minutes of the Regular Meeting of January 13, 2015**

Vice Chair Sparkman moved to approve the minutes as presented. Director Bedard seconded. Vote: all ayes.

**7. Nomination of Andrea Schultz for MGH Board of Directors Membership**

CEO Domanico reported that the MHD-MGH Joint Nominating Committee, on which Chair Simmonds and Director Bedard serve, interviewed Andrea Schultz on her application for membership on the Marin General Hospital Board of Directors. The Committee was unanimous in their recommendation to the MGH Board and, at their meeting of February 3, 2015, the MGH Board voted to recommend that the MHD Board approve her acceptance.

There was extended discussion supporting Andrea Schultz's qualifications: She has served on the MGH Foundation since the June 2010 transfer (as Chair since 2012) and thus is involved in raising funds for the new hospital, has attended the MGH Board meetings regularly, is a major business and philanthropy leader in the Marin community, is a successful fund-raiser, has an important perspective on the needs of the Marin community, etc.

It was noted that the MGH Bylaws stipulate that, after a nominee is recommended by the MGH Board, there be a 20-day review period before the MHD Board acts on that recommendation, and that in this case that review period was not satisfied. It was thus agreed that this will be included on the agenda and voted upon at the next regular meeting of the MHD Board.

Public comments: none.

**8. Community Member Appointment to Board Committees**

**a. Bylaw Revision and Conflict of Interest Questionnaire**

Counsel Coffey noted that this Conflict of Interest Disclosure form (Tab #3 in the packet) is the same as used by the MGH Board.

Discussion ensued as to whether community members applying for membership on a Board Committee would be required to be a resident of the District or of the County. Chair Simmonds urged to require residency in the District, and that the Board could choose to make an exception if desired. Counsel Coffey suggested adding, in the MHD Bylaws Article V, Section 1(c), the statement "Community Members shall be residents of the District." The entire Article V, Section 1(c) would thus read:

(c) Each Committee, Standing or Ad Hoc, shall be assigned two (2) District Directors, one of whom shall be the committee chair. Up to three non-District Board Directors, ("Community Members") may be appointed as advisory members of the committee, and they will serve without a vote. Community Members shall be residents of the District. Community Members may be recommended to the District Board Chair by the Committee Chair, or any other



source within the District or MGH organizations, or the community. Proposed Community Members shall be interviewed by the Board or Committee Chair, or both, and shall submit a curriculum vitae for Board review. The Board will act upon the recommendation for appointment coming from the Board Chair for a term subject to annual renewal when Committee appointments are approved as provided in Section 1 (a) above. Upon appointment and upon any annual renewal of appointment, Community Members shall submit a Conflict of Interest Disclosure Statement to the District. The Board Chair shall be an ex officio member of Standing Committees, but may vote only if an actual member of the committee.

Public comment: none.

Secretary Rienks moved to amend the Bylaws as presented by Counsel Coffey. Vice Chair Sparkman seconded. Vote: all ayes.

**b. Approval of Committee Appointments**

Chair Simmonds reported that Mr. Jud Goldsmith has been attending meetings of the Lease & Building Committee and the Finance & Audit Committee as a Community Member, and should like to continue attending only the Lease & Building Committee meetings as such. Dr. Simmonds recommended this with the requirement that Mr. Goldsmith submit the Conflict of Interest Disclosure form.

Public comment: none.

Chair Simmonds moved to appoint Mr. Jud Goldsmith as a Community Member of the Lease & Building Committee, on the condition he submit the Conflict of Interest Disclosure. Secretary Rienks seconded. Vote: all ayes.

**9. Review and approve Vascular Coverage Services Agreement with Stanford**

CEO Domanico explained that Dr. Laura Pak is the only vascular surgeon on active staff, is our busiest surgeon, is overworked, and is in need of another vascular surgeon to satisfy the current surgical caseload, ER call coverage, and growth demand. Highly qualified vascular surgeons are few and, after negotiations with Stanford Hospital and Clinics, a physician has been chosen and has agreed to join Dr. Pak's practice (Sirona Vascular Center, a 1206(b) clinic of the Marin Healthcare District) full time.

This agreement is with Stanford Hospital and Clinics to allow the physician to retain their academic affiliation with Stanford University School of Medicine. Chair Simmonds stated that he has examined the Fair Market Value analysis of this agreement and expressed satisfaction with the terms. Being on a different fiscal cycle, the cost of this agreement is not budgeted for, and the hospital will cover the shortfall. The vascular surgeon to be engaged via this agreement was identified as Dr. Tina Desai.



The MGH Board of Directors voted unanimously to recommend approval of this agreement at its meeting February 3, 2015.

Public comment: none.

Secretary Rienks moved to approve the Professional Services Agreement with Stanford Hospital and Clinics, as presented. Vice Chair Sparkman seconded. Vote: all ayes.

**10. Consider MHD Board Regular Meetings, change to 6:00 pm call to order**

After discussion of the call-to-order time of the Regular Meetings of the Board, it was agreed to retain the 7:00 pm time.

**11. Discuss MHD Board Retreat, March 20, 2015**

The MHD Board of Directors Retreat will be on Friday, March 20, 2015, 12 noon to 5:00 pm. Chair Simmonds asked Secretary Rienks to head the planning committee; she accepted and will choose another Director for the committee.

Public comment: none.

Chair Simmonds moved to form an ad hoc Retreat Planning Committee. Vice Chair Sparkman seconded. Vote: all ayes.

**12. Update on the Planning Commission/Parking Structure**

Kevin Coss, lead project consultant, stated that this presentation will include Site Circulation in addition to the Planning Commission report.

The project group presented to the Planning Commission yesterday. The Planning Commission requires 12 changes, and so far 10 of them can be satisfied, including the required solar panels on the garage roof, pedestrian passage on the hill, earth removal schedule, parking space adjustment, wall placement, fence height, et al. Public Works will determine schedule of earth removal traffic, which will have a financial impact to be determined. Planning Commissioners have agree to join 1 or 2 working sessions with the project group in advance of the formal submission of plans at the next regular Planning Commission meeting. The goal is to break ground in April.

The Marin IJ reported today on yesterday's Planning Commission meeting, and Kevin clarified and corrected a few points made in the article.

Suzanne Jagers and Darren Graves of Perkins Eastman/LBL Architects presented a slide show (posted on the MHD web site) showing site development modifications. Design Development process is 95% complete. Modifications to the parking structure include addition of pedestrian sidewalk, revision of retaining wall and landscape scheme, and coordination of vehicle entrances. Signalized crosswalk is proposed, and bus stops adjusted. Pedestrian and bicycle circulation modification is drafted, bike racks added, and required vehicle parking counts have been verified.



The two-tiered retaining wall on the south side varies from 4 feet high at its lowest point to 40 feet high at its highest, with a walk path along it. Vegetation will eventually cover it. Bike racks will accommodate 120 bikes, more than the required 20; bike parking within the garage may be included.

Public comments: Cindy Williams remarked on bicycle accommodation, and on the signalized crosswalk. Margaret Jones commented on pedestrian pathway safety and comfort.

### **13. Discuss Charitable Contribution Ad Hoc Committee**

It was agreed that, rather than forming an ad hoc committee, the Lease & Building Committee would make the subject of charitable contributions a part of their responsibility.

### **14. Discussion of Bad Debt Trends**

CEO Domanico remarked on the impact Covered California is having on bad debt, with more people being covered. MGH average bad debt expense as a percent of net revenue has gone down from 1.1% in 2013 to 0.5% in 2014.

### **15. Committee Meeting Reports**

#### **a. MHD Finance and Audit Committee**

Director Bedard reported that the next meeting will be on March 24, 2015.

#### **b. MHD Lease and Building Committee**

Vice Chair Sparkman reported that the Committee met last week on February 4. Bylaws were reviewed as to the charge of the Committee. Discussed the role of the Committee in the Hospital Replacement Project. Discussed the MHD-MGH lease that becomes effective December 2, 2015. In the fall, Counsel Don Bouey will meet with them to advise on the monitoring of the lease terms, a requirement of this Committee.

### **16. Reports**

#### **a. District CEO's Report**

CEO Domanico reported there is no change from the preliminary financial numbers reported last month.

#### **b. Hospital CEO's Report**

Today CEO Domanico received notice of OSHPD approval for 4 additional ICU beds, after a 2-year application process. Housewide inpatient average daily census remains steadily high since November, averaging 121 in January and 115 so far in February. MGH continues a strategic relationship with Sonoma Valley Hospital, working with Prima Medical Foundation providing specialists. MGH has received the top "A" Grade for Hospital Safety for 2014 from The Leapfrog Group.

Public comment: none



**c. Chair's Report**

Chair Simmonds had nothing additional to report.

**d. Board members' reports**

Director Bedard reported that Assemblyman Marc Levine this week introduced AB 258, legislation prohibiting organ transplant patients from being discriminated against for the use of medicinal marijuana. He also expressed praise for MGH's "Healing Place" advertising and publicity campaign.

Secretary Rienks reported that the recent MGH Labor and Delivery program reconfiguration has reduced the C-section occurrence rate for private pay women. Staff physician Dr. Malini Nijagal wrote a paper on this, presented it at a major conference, and won a top award. Publicity for this is in process.

**17. Adjournment of Regular Meeting**

Chair Simmonds moved to adjourn the meeting. Vice Chair Sparkman seconded.  
Vote: all ayes. Meeting adjourned at 8:32 pm.

**Next Regular Meeting: Tuesday, March 10, 2015 at 7:00 pm.**