

MARIN HEALTHCARE DISTRICT

100-B Drake's Landing Road, Suite 250, Greenbrae, CA 94904

www.marinhealthcare.org

Telephone: 415-464-2090

info@marinhealthcare.org

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TUESDAY, MAY 9, 2023

BOARD OF DIRECTORS

5:30 PM: REGULAR OPEN MEETING

Board of Directors:

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

Zoom video:

<https://mymarinhealth.zoom.us/join>
Meeting ID: 914 4981 5654
Passcode: 744172
Or via Zoom telephone: 1-669-900-9128

Staff:

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

AGENDA

	<u>Presenter</u>	<u>Tab #</u>
<u>5:30 PM: REGULAR OPEN MEETING</u>		
1. Call to Order and Roll Call	Su	
2. General Public Comments <i>Any member of the audience may make statements regarding any items NOT on the agenda. Statements are limited to a maximum of three (3) minutes. Please state and spell your name if you wish it to be recorded in the minutes.</i>	Su	
3. Approve Agenda (action)	Su	
4. Approve Resolution No. MHD 2023-02 Authorizing Remote Teleconference Meetings Pursuant to AB 361 (action)	Su/Leary	#1
5. Approve Minutes of the Regular Meeting of April 11, 2023 (action)	Su	#2
6. Disclosure of Action Taken at Board Special Closed Session, May 9, 2023	Klein	
7. Review and Approve Amendment to Policies and Procedures for Board Meetings of Marin Healthcare District (action)	Su/Leary	#3
8. MHD Branding: RFP for Logo Re-design	Rienks/ Kinney	#4
9. Committee Reports		
a. Finance & Audit Committee (met April 25)	Alfrey	
b. Lease & Building Committee (did not meet, next meets June 14)	Rienks	

The agenda for the meeting will be posted and distributed at least 72 hours prior to the meeting.
In compliance with the Americans with Disabilities Act, if you require accommodations to participate in a District meeting
please contact the District office at 415-464-2090 (voice) or 415-464-2094 (fax) at least 48 hours prior to the meeting.
Meetings open to the public are recorded and the recordings are posted on the District web site.

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10. Reports

- a. District CEO's Report
- b. Hospital CEO's Report
- c. Chair's and Board Members' Reports

Klein

Klein

All

11. Agenda Suggestions for Future Meetings

All

12. Adjournment of Regular Meeting

Chair

Next Regular Meeting: Tuesday, June 13, 2023 @ 5:30 p.m.

Tab 1



MARIN HEALTHCARE DISTRICT BOARD OF DIRECTORS
RESOLUTION NO. MHD 2023-02
RESOLUTION AUTHORIZING REMOTE TELECONFERENCE MEETINGS
PURSUANT TO AB 361

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

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

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

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

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

WHEREAS, AB 361 (2022) was signed on September 13, 2022 and is in effect through January 1, 2024, and among other things provides in Government Code 54953(e) that (i) a legislative body may use teleconferencing if it holds a meeting during a proclaimed state of emergency and state or local officials have imposed or recommended measures to promote social distancing, which the Board of Directors have done, and (ii) a legislative body may continue using the teleconferencing procedures of AB 361 provided that it makes renewed findings by majority vote every thirty (30) days that it has considered the circumstances of the state of emergency, and that either (a) the state of emergency continues to directly impact the ability of the members to meet safety in person, or (b) state or local officials continue to impose or recommend measures to promote social distancing; and

WHEREAS, the Board of Directors desires to make findings and determinations consistent with AB 361 for District Meetings to utilize the special procedures for teleconferencing provided therein due to imminent risks to the health and safety of attendees; and

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

WHEREAS, on February 28, 2023, Governor Newsom proclaimed that the State of Emergency declared on March 4, 2020 was no longer in effect; and

WHEREAS, state and local officials continue to impose or recommend measures to promote social distancing, including without limitation through COVID-19 Prevention Non-Emergency Regulations issued by the State of California’s Department of Industrial Relations (the “COVID-19 Prevention Regulations”) that took effect on February 4, 2023; and

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

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

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

RESOLVED, FURTHER, that District Meetings may continue to meet remotely in compliance with AB 361 (2022), in order to better ensure the health and safety of the public; and

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

REVIEWED, APPROVED, AND ADOPTED at a Regular Board Meeting held on the 9th of May, 2023, by the following vote, to wit:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

Brian Su, MD
Chair of the Board

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

Tab 2



**MARIN HEALTHCARE DISTRICT
BOARD OF DIRECTORS**

REGULAR MEETING

**Tuesday, April 11, 2023 @ 5:30 pm
Inverness Conference Room, and via Zoom**

MINUTES

1. Call to Order and Roll Call

Chair Su called the Regular Meeting to order at 5:39 pm.

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

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

Guest present: Don Bouey, District Counsel

2. General Public Comment

There was no public comment.

3. Approve Agenda

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

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

Mr. Leary announced that the MHD Resolution will require a change to reflect the Brown Act's amendments in AB 361 and AB 2449 regarding virtual meetings. Government Code permits holding meetings virtually if state or local officials have imposed or recommended measures to promote social distancing. The Dept. of Industrial Relations has issued non-emergency workplace Covid regulations in February which are sufficient for MHD to base its Resolution's continuance. Mr. Leary suggested that the Resolution be amended, or a new revised Resolution issued, to comply with those regulations.

Chair Su asked for a motion to approve modifying the Resolution as described, which revision will be presented for approval at the next Regular meeting of this Board. Ms. Sparkman so moved. Dr. Alfrey seconded. **Vote: all ayes.**

5. Approve Minutes of the Regular Meeting of March 14, 2023

Dr. Alfrey moved to approve the minutes as presented. Ms. Ramirez seconded. **Vote: all ayes.**

6. Disclosure of Action Taken at Board Special Closed Session, April 11, 2023

Dr. Klein reported that, in the Closed Session immediately preceding this Regular Open Meeting, the Board discussed MarinHealth Medical Center's proposed issuance of 2023 revenue bonds. The Board then met in Executive Session.



7. Management of General Public Comments

Dr. Su addressed the issue of the public submitting comments to the Board during Board meetings, of considering time limitations while allowing and welcoming a diversity of expression, and observing of Brown Act rules.

Mr. Leary said that the Board has a policy for Board meetings that includes the right of the public to comment. The Brown Act permits a governing board to create regulations and policy that govern the public comments, and allows flexibility in regulating, to defend the integrity of the public comment process. Such rules cannot be made “on the fly” but rather should be codified within a formal policy. This doesn’t need to be within the Board Bylaws, but as a separate policy.

Mr. Leary suggested that he draft the policy, working with Dr. Su and Dr. Klein, for the full Board’s review, input, discussion and approval. The Board generally agreed to proceed thus, and for the draft policy to be submitted to the Board at the next Regular Meeting.

8. Resolution No. MHD 2023-01: Approval, as General Member of MarinHealth Medical Center (“Hospital”), of Hospital’s issuance of 2023 Revenue Bonds pursuant to Section 10.1(d) of the Hospital Bylaws

Dr. Klein gave a background and overview of the purpose of issuing of \$100M of revenue bonds in 2023, which will bolster the hospital’s balance sheet and create liquidity for time-sensitive growth projects in 2023/2024. The balance sheet has been adversely affected by Covid, and affected by significant investments including Epic/APeX. The hospital now has a positive operating margin and a positive EBIDA. This borrowing also can provide support should another Covid-like event occur.

Mr. Brettner showed the presentation (Tab #3) “2023 Taxable Borrowing”. Now is a good time for this before interest rates rise further, to be timed with the issuance of the 2022 audited financial statement, and to secure a rate lower than a line of credit. This provides strength to the balance sheet and liquidity for strategic investments. It will not be used for ongoing operating costs. Fitch and S&P rating agencies have already reviewed this and have anticipated the impact on the debt ratings to be neutral to slightly positive.

Dr. Su asked about UCSF’s agreement to provide \$90M for joint initiatives as part of the alliance. Dr. Klein noted that those investments have not been made, and potential options are currently being considered.

Dr. Su asked for a motion to approve Resolution No. MHD 2023-01 as presented. Dr. Alfrey moved to approve. Ms. Sparkman seconded. **Vote by roll call: all ayes. Motion was approved unanimously.**

9. Achieving Nutrition Security in Marin County

The Board welcomed Mr. Andy Naja-Riese, CEO of Agricultural Institute of Marin (AIM). His presentation (Tab #4) was updated with this web link:

https://www.canva.com/design/DAFfWrxnMSw/zfKQ_DTS_G3zL_EiZASBMQ/view

AIM’s Vision: “We envision a responsible food and farming system that is environmentally beneficial, economically viable, and socially just.”

AIM’s Mission: “To educate, inspire, and connect communities, responsible farmers, and producers as part of a healthy, earth-friendly, equitable local and regional food system.”



Nutrition security must be tied to equitable local food systems. Resilient food systems require education, access, policy, and community engagement.

Though Marin is ranked the healthiest county in California, 16% of the overall Marin population is at risk of food insecurity, including 71% in Canal and 48% in Marin City. Over 14,000 participate in CalFresh. Macro and local causes include poverty, lack of affordable housing, chronic health conditions or lack of access to healthcare, systemic racism and racial discrimination, disasters and emergencies, and climate change.

Marin resources and programs working to provide nutrition security include:

- AIM's Certified Farmers Markets
- Rollin' Root Mobile Farmers Market
- Center for Food & Agriculture
- Marin HEAL (Healthy Eating Active Living)
- Marin Food Policy Council
- Marin County Cooperation Team (MCCT)
- Youth For Justice (Canal)
- West Marin Community Services
- Extra Food
- San Francisco-Marín Food Bank
- Ceres Community Project

Nearly 20,000 seniors experience food insecurity in Marin, particularly in Novato, San Rafael, and West Marin. Seniors have low enrollment in programs, possibly due to stigma and shame. Ms. Rienks urged more work be done to provide for seniors, that West Marin particularly is lacking in resources for access.

Dr. Alfrey asked how solutions are delivered to Canal and Marin City, and Mr. Naja-Reise explained that resources are provided and the communities and their leaders know their particular solutions for delivery; communities don't want to rely upon the charitable food system.

Ms. Ramirez commented that she is involved with Youth For Justice that supports programs in the schools that include teaching cooking, nutrition, and hands-on practices. She asked about community fridges; Mr. Naja-Reise noted that challenges are being overcome and more are being set up in the county.

10. Update: Discharge Planning Process for Patients with Limited English Proficiency (LEP)

Dr. Klein noted that the process has had some changes since the implementation of APeX in August, and he introduced Jessica Gonzalez-Romero RN, Danielle Shockey RN, and Leigh Burns RN. They presented the slide deck (Tab #5).

Effective communication at discharge, and throughout the patient experience, is necessary for optimal care. Regulatory requirements are delineated by Dept of Human Services, CMS, and The Joint Commission.

MarinHealth utilizes 24/7 video interpreters, 24/7 phone interpreters, printed forms in other languages, and post-discharge phone calls. Online references for staff of interpreter/translation services include telephone, in-person on-site, iPad interpreter on wheels, written by request, and sign language.



Primary considerations include level of English proficiency, patient preference, cultural background, education level, mode/technology, verbal/written preference. Preferences, methods and documentation are entered into the patient record.

For Maternity Care, about 46% of the patients are Spanish-speaking. MarinHealth's processes, practices, procedures, checklists, etc., are used, including discharge teaching tool/checklist and publications in Spanish. Several nurses are proficient in Spanish.

For Emergency Dept, a large percentage of patients are Spanish-speaking, and communication tools in Spanish are comprehensive. After Visit Summary (AVS), discharge instructions, consents, AMA forms. AVS is printed in English and the patient's preferred language; post discharge phone calls use interpreters; discharge instructions use Language Line/Voyce or in-person interpreter.

For Medical-Surgical Care, Voyce iPads are available in 12 additional languages with printing capabilities. Nurses use "teach back" skills. For prescriptions, outside pharmacies provide translations on the labels.

A new recent tool is Mytonomy, a program of patient education videos patients can view in MyChart. Several topics are available in Spanish, with more being added.

Dr. Alfrey asked how discharge phone calls are done and how effective they are for LEP patients; he felt there is lower interaction and effectiveness, that patients don't often answer the phone. He also felt that discharge phone calls are not consistently being documented in APeX. Ms. Leigh Burns explained that we have a Spanish-speaking complex care nurse navigator that does transitional discharge calls with follow-ups. She noted that the discharge nurses do chart in APeX. They also do a medication review from the AVS. They ensure that the care plan while inpatient is continued post-discharge to the next provider of care. We are also doing a pilot program with Marin Community Clinics so all transition management and medication reconciliation is fulfilled.

Regarding patient education videos, Dr. Su noted that his practice has a YouTube channel in English that is effective; other physicians may want to consider likewise, including in Spanish.

11. Committee Reports

A. Finance & Audit Committee (met Feb 28, next meets April 25)

Dr. Alfrey noted that the committee did not meet, and there is nothing to report.

B. Lease & Building Committee (met March 22)

Ms. Rienks reported that planning for the next Community Health Seminar in May is moving forward on the subject of Adolescent Eating Disorders. Two physician specialists will be panelists. Location is TBD in central Marin.

For the District's logo re-branding, Ms. Kinney has provided a draft RFP which Ms. Rienks has reviewed and will bring the Board at the next regular meeting.

12. Reports

A. District CEO's Report

Dr. Klein reported that Oak Pavilion open construction issues are being resolved. Sub-drainage issues remediation begins this week by McCarthy at their expense. Work will be noisy and disruptive at times.



Cosmetic work in patient rooms in the Cedar Pavilion is being scheduled.
Hybrid OR schedule has been delayed, with opening in the fall of this year.
Outpatient behavioral health garden is under construction, scheduled for August completion.

Planning continues for ASB (ambulatory services building) costing and financing. Fully furnished and functional cost is about \$200M.

Hospital is participating in county-wide “Golden Eagle” disaster drill on May 18.

Facilities team is working on go-forward strategies for leases due to expire in 2026.

Healthy food vending options are being explored, particularly for after-hours staff and visitors.

A study is underway to improve and optimize signage and wayfinding throughout the facility.

B. Hospital CEO's Report

Dr. Klein reported that Q1 2023 financial performance is strong, with positive EBIDA and operating margin favorable to budget. Patient volumes continue at very high levels; March average daily census is about 178 patients.

FEMA funding is yet to be received for either District or Hospital.

Five new primary care physicians are in process for being added. Cardiothoracic surgeons are credentialed and starting soon.

The Foundation's Annual Gala is April 22, and benefits the cardiovascular program.

OB services are being provided to patients in Petaluma who will no longer have labor and delivery services at Petaluma Valley Hospital beginning May 1.

An outside firm is engaged for master facility planning for the next 5-10 years.

Agreement has been reached with CNA, and a nurses strike was averted.

Hospital Compare again put our OB/GYN on their Honor Roll. Significant improvement is seen in hospital acquired infections. Patient Experience Team is making great progress through initiatives.

Recent Employee SCORE Safety Survey is complete, and results are now being finalized.

Emergency “left without being seen” rate in March was the lowest ever recorded here, thanks to initiative work by physicians, nurses, leadership and support.

There have been no CLABSI cases in 2 years, a remarkable metric. There have been no CAUTI cases in 3 months.

Nurse staffing is benefiting from the new RN grad program. 30 new grads were added in 2022, and another 12 are about to begin this month. Philanthropy has helped start and support this program.

A Health Equity Committee has formed, and will include determining support needs for social determinants of health.

The annual Employee Awards Banquet is this week, and MHD Board members have been invited to attend.

New Vice President of Operations, Ms. Min Zhu, recruited from UCSF, begins in mid-May.

“Overdose Free Marin” is a county initiative that is asking for support of the Hospital and the District. The District will agendize this.



The Marin Adult Health Day Care center has closed due to lack of funding. Ms. Rienks noted that the county has known for 2 years that this closure was impending due to greatly increasing deficits as grants were not renewed. This is a systemic problem nationwide.

The AHA Annual Leadership Summit is in July in Seattle. Dr. Klein will attend. Mr. Weiner will send all information to Board members and will handle arrangements for those who wish to attend. This is included in the budget.

C. Chair's and Board Members' Reports

Ms. Ramirez is participating in the Marin Youth Commission Wellness Festival on May 6 and suggested the District to have a presence with a staffed table. Dr. Klein agreed and will contact Ms. Jill Kinney for setting it up.

Ms. Rienks reported that this is Mental Health Week and she encouraged support for screening for perinatal anxiety disorder.

There were no other reports.

13. Agenda Suggestions for Future Meetings

Dr. Su noted that the next meeting will include the public comment policy, and the branding RFP, both discussed earlier.

Ms. Ramirez asked how the District Board could better serve the needs of the Spanish-speaking community. It was suggested she contact Mr. Omar Carrera at the Canal Alliance for him to address the Board possibly in June or July.

14. Adjournment

Chair Su adjourned the meeting at 7:54 pm.

Tab 3

POLICIES AND PROCEDURES FOR BOARD MEETINGS

MARIN HEALTHCARE DISTRICT

Adopted: March 8, 1994 Amended

September 13, 1994 Amended

June 13, 1995 Amended

April 15, 1997 Amended

August 10, 1999 Amended

February 12, 2002 Amended

June 14, 2005 Amended

June 13, 2006 Amended

July 10, 2007 Amended

August 11, 2015 Amended

[May 9, 2023 Amended]

I. GENERAL PROVISIONS.

SCOPE AND APPLICATION.

These Policies and Procedures for Board meetings apply to the Open Meetings of the Marin Healthcare District Board of Directors (the "Board") and do not apply to Closed Meetings or Committee Meetings. Nor do these Policies and Procedures apply to any study sessions that the Board sponsors, but are not formal meetings. Meetings of the District are governed by the Ralph M. Brown Open Meetings Act, which is hereby incorporated herein

II. PLACE AND TIME OF BOARD MEETINGS.

A. TIME OF BOARD MEETINGS.

1. Regular Meetings. Regular Meetings shall generally start at 7 p.m., and adjourn no later than 11 p.m. or upon the completion of the agenda item under discussion at 11 p.m., whichever is later, unless the Board votes to extend the time for adjournment. The Board may modify the start time and frequency of Regular Meetings as necessary to conduct the business of the District. The Board also may have a special meeting or closed meeting that starts and ends right before or after a regular meeting.
2. Special Meetings. Special Meetings shall start at the time stated in the notice thereof.

B. MEETING NOTICE AND AGENDA REQUESTS.

A written request to receive meeting notices and/or agendas shall be valid for 12 months from the date filed with the District. Unless a written renewal request is received by the District within 12 months of a prior request, no further meeting notices and/or agendas will be sent. The District may set a fee to cover costs of distributing meeting notices and/or agenda

III. THE AGENDA: CONTENT AND PREPARATION.

A. SETTING THE AGENDA.

The District Chief Executive Officer working in consultation with the Board Chair shall prepare the agenda. The Board Chair has the final authority to approve the agenda. This preparation includes determining what items need to come before the Board for the Board's information,

action or both. Board Directors may also suggest items to the Board Chair and Chief Executive Officer. The District Chief Executive Officer and Board Chair shall have sufficient backup documentation for every item that is to be included on the agenda.

Before an item is placed on the agenda, the agenda request shall contain a brief description of the item (not exceeding 20 words); appropriate documentation and supporting written materials; and a suggested motion if the agenda item requires Board action. If there is insufficient documentation, the Board Chair may exclude the item until such time as supporting documentation is received.

For pre-arranged presentations by non-Board Members (such as MGH Corporation, District consultants or a community group) that are specific to the business the Board is undertaking, the name of the group, the name and title of the individual or firm presenting, and an executive summary of the proposed presentation topic, shall be indicated on the agenda or provided in the meeting packet.

If any board members submit specific agenda items, as described next, their name will be listed next to the item(s).

The Board Chair shall endeavor before adjourning a Regular Meeting to ask for input from the Board on possible future agenda items.

B. REGULAR MEETINGS.

1. Board members requesting agenda items for a Regular Meeting shall submit their requests to the Chief Executive Officer at least eight (8) days before the meeting. The eight-day limit does not apply to referral by a Committee to the Board for the discussion and actions within the scope of items listed on the posted agenda of the Committee.
2. At the time of the request, each requested item shall include a description of the item to enable the Chief Executive Officer and Board Chair to determine its scope and its relation to the Board's responsibilities. Each Board member having requested an agenda item shall provide to the Executive Assistant any pertinent documentation related to each item with the item at least eight (8) days before the meeting. If the Board Member is seeking information or a staff report on an issue, the request should include a list of information sought by the member (if the item includes such a request) or a suggested motion for the consideration of the Board to authorize the resources necessary to research and complete the requested report.
3. Except for those matters which the Chief Executive Officer and Board Chair deem duplicative, appropriate for closed session, necessary to postpone to a future meeting or not germane to the mission, goals and objectives adopted by the Board, all requested items shall be included on the agenda. Should an item be deferred from the agenda, the Board Chair or the Chief Executive Officer will confer with the originator to discuss the reasons for the deferral. Should a Director disagree with the deferral, the Director may request a majority vote of the attending Board Members (at the next regular meeting where the Agenda is set) to have the item added to the next Board Meeting.

D. ORDER OF ITEMS ON THE AGENDA.

The general order of the agenda for a Regular Meeting shall be:

1. Call to Order
2. Roll Call

3. General Public Comment
4. Approval of Agenda
5. Approval of the Consent Agenda
 - Approval of the Minutes
 - Committee Meeting Minutes for review
 - Written reports, including updates and progress reports
 - Written correspondence
6. Action Items in Order of Priority
 - a) Unfinished Business
 - b) New Business
7. Special Presentations by MGH, Staff, Consultants or Other Guests
8. Committee Reports
9. Reports
 - District CEO Report
 - Hospital CEO Report
 - Chair's Report
 - Reports of Board Members
10. Items Suggested for Future Meetings
11. Adjournment

E. CHANGING THE ORDER AND TIME LIMITS OF THE AGENDA.

The Chair shall have the discretion to change the order of agenda items and to allocate time to deliberate on action items.

The Chair also shall have the discretion to limit the total time to be devoted to an item on the agenda, (including public comment), including limiting the time allowed for each person to speak on such item, (including the public, during public comment). The Chair may, and is expected to, exercise this discretion when it is necessary to complete consideration of the entire agenda in a timely fashion or to otherwise support the public purposes of the meeting.

F. PURPOSE OF CLOSED SESSION FOR THE AGENDA.

If a closed session of the Board will be held before, during or after a Board meeting, the agenda shall describe the purpose of the closed session in compliance with the Brown Act.

G. ABOUT THE CONSENT AGENDA

The consent agenda lists routine items that the Board Members can act on with no individual presentation or discussion required. Any member of the Board may remove one or more items from the consent agenda and have it as a regular agenda item later in the meeting. No reason, rationale or discussion is required. The items remaining on the consent agenda shall then be enacted by one motion. Approval by the Board of Directors of consent items indicates that these items were approved together without any additional conditions.

After the Chair introduces the consent agenda and a Director moves to adopt the consent agenda, it is in order for a Director to remove one or more items for consideration later. It also is in order for a member of the public to address any item on the consent agenda; however, only a Board member can request that an item be removed from the consent agenda.

Consent agenda items can include but shall not be limited to the items listed earlier in III.D.5.

IV. DISTRIBUTION OF THE AGENDA.

A. POSTING THE AGENDA.

1. Time for Posting.

a) Regular Meetings. The agenda for a Regular Meeting shall be posted no later than 72 hours before the meeting.

b) Special Meetings. The agenda for a Special Meeting shall be posted no later than 24 hours before the meeting.

2. Place and Manner of Posting.

The agenda for a meeting shall be posted in a conspicuous place in the main lobby and in the glass cabinets opposite Greenbrae Grill of the Hospital that is freely accessible to all members of the public.

B. DISTRIBUTING THE AGENDA.

1. Board Members. The agenda packet for a Board meeting shall be delivered, mailed, or transmitted electronically to each Board Member the same day as the agenda is posted. If reports or supporting documents have been prepared on an item, such materials shall be distributed, if feasible, to the Board Members with the agenda packet. If a Board member requests a hard copy of the packet, the Executive Assistant will deliver or mail the packet to the Board member.

2. Media, Government and Libraries. At least three days before a Regular Meeting, the agenda shall be delivered, mailed, or transmitted electronically within the District to: newspapers of general circulation; the County government, city and town governments, and libraries for posting; and to other media upon request. The agenda for a Special Meeting shall be mailed or transmitted electronically to the same parties not less than 24 hours before the Board meeting. To encourage maximum community knowledge of District affairs, agenda packets will be provided to media representatives free of charge upon request.

3. Members of the Public. The agenda for Regular Meetings and Special Meetings shall be mailed or transmitted electronically on the schedule outlined above to all persons having submitted an annual request. Members of the public may make an appointment to visit the District office during established office hours to view the agenda and agenda packet without charge. The District may set a fee to cover costs of copying and distributing the agenda and agenda packet to the public. Documentation distributed to the Board at a meeting for public agenda items shall be made available to the public either at the meeting or within three working days of the meeting.

4. Website. The agenda shall be posted on the District website.

V. PROCESS FOR BOARD MEETINGS.

A. AGENDA ITEMS.

1. The Chair shall announce each agenda item.
2. For agenda action items the Board Member who has requested the item shall introduce it. Informal discussion of a topic is permitted while no motion is pending.
3. When the Chair believes that a motion is appropriate, the Chair shall seek a motion from the Board. The Chair shall ask for a second. If there is a second, the Chair shall state the name of the seconder. If there is no second, the Chair shall move to the next agenda item.
4. If there is a second to the motion, the Chair shall allow the Board Member who made the motion to discuss the matter further if desired. The other Board members may then discuss the motion.
5. The Chair shall allow the public to comment on the agenda item and motion as provided in VI of these Policies and Procedures.
6. The Chair shall allow the Board members to conclude discussion on the item and motion.
7. The Chair shall close discussion and if appropriate call for a vote on the item or motion.
8. The Board prefers a flexible form of meeting under the guidelines herein instead of formalized rules of procedure. However, if procedural questions arise that are not covered herein, except as stated in the District Bylaws, the latest edition of Robert's Rules of Order shall be looked to as a general guideline for the Board's deliberations (such as the manner of debate, motions, amendments and voting) on matters not covered in these Policies and Procedures. The decisions of the Board Chair on such matters of procedure shall prevail unless challenged and overturned by a vote of the majority of the Board attending the meeting.

B. APPROVAL OF MINUTES

Board members are responsible for providing corrections to non-substantive, typographic, and grammatical errors to the preparer of the minutes before the Board meeting at which the minutes are to be approved—provided the Board members were able to receive a draft copy of the minutes in advance of being distributed to the public. In this case, Board members shall provide only substantive suggestions regarding the minutes during the meeting. If Board members were not able to receive a draft copy of the minutes in advance, they should provide all corrections, substantive and administrative, during the meeting.

VI. RIGHTS OF MEMBERS OF THE PUBLIC.

A. RIGHTS TO ATTEND AND SPEAK AT BOARD

1. General Public Comment Period at Regular Meetings. Each Regular Meeting agenda shall include a general public comment period for the public to address issues that are not on the agenda. In addition, members of the public can ask to address the board on particular agenda items during time allotted for such purpose.
2. Public Comment at Special Meeting. Special Meetings do not have a general public comment period unless the Board orders it. Public Comment limited to only the items on the agenda will be allowed at each Special Meeting.

VII. RECORDING OF BOARD MEETINGS.

A. RECORDING BY THE DISTRICT.

1. Minutes. Minutes of Board meetings shall be prepared by the Chief Executive Officer's office as soon as possible after each meeting and submitted to the Secretary of the Board. The minutes should summarize the actions taken on all items and the vote of the individual board members on those items. Minutes shall be made available on the District's web site.
2. Recording Board Meetings. Meetings of the Board shall be recorded under the supervision of the District staff. Recordings made of Board meetings shall be made available on the District's web site.

B. RECORDING BY MEMBERS OF THE PUBLIC.

Members of the public shall have the right to record or video record public Board meetings as long as they do not disrupt the meeting.

VIII. RULES OF DECORUM.

A. PRINCIPLES OF DECORUM

Meetings of the Board shall be conducted in an orderly manner to ensure that the Board may deliberate its business as well as allowing the public to listen and also be heard at appropriate times. ~~The purpose of the meeting is for the Board to conduct its business in an orderly and efficient manner. Conduct that is disruptive or which limits the ability of the meeting to conduct its business may subject members of the public to warnings and even removal from the meeting.~~

It is the responsibility of the Chair and the other members of the Board to maintain common courtesy and decorum and to show each other respect. Whoever is serving as Presiding Officer (generally the Board Chair but the Vice Chair in the Chair's absence) has overall responsibility for maintaining the order and decorum of the meetings, including the public in attendance.

B. RULES OF DECORUM

While any meeting of the Board is in session, the following rules of order and decorum shall be observed:

1. Board Members. The Board members shall preserve order and decorum, and a member shall not by conversation or other means delay or interrupt the Board proceedings or disturb any other member while speaking. Individual Board members have the right to disagree with ideas and opinions. However, once the Board votes to take action, the Board members shall support the action and not create impediments to the implementation of the action. Board members shall at all times conduct themselves with courtesy and respect to each other, to staff, and to members of the public.
2. Staff Members. Employees of the District shall observe the same rules of order and decorum as those which apply to the members of the Board.
3. Persons Addressing the Board. Public oral communications at the Board meetings should not be a substitute for any item that can be handled during the normal working hours of the District. The primary purpose of the oral communications is to allow citizens the opportunity to communicate formally with the Board as a whole, for matters that cannot be handled during the regular working hours of the District. Each person who addresses the Board shall not make personal, impertinent, slanderous or profane remarks to any member of the Board, staff or general public. Any person who makes such remarks, or who utters loud, threatening, personal or abusive language, or engages in any other disorderly conduct which disrupts, disturbs or otherwise impedes the orderly conduct of

any Board meeting shall be expelled from the meeting and may be barred from further audience before the Board during that meeting.

4. Members of the Audience. No person in the audience at a Board meeting shall engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, hissing, and stamping of feet or other acts which disturb, disrupt or otherwise impede the orderly conduct of any Board meeting. Persons who conduct themselves in the aforementioned manner shall be barred from further audience before the Board during that meeting.

Persons in the audience must refrain from creating, provoking or participating in any type of unwelcome physical contact. Persons in the audience and District attendees must place cellular phones on silent or vibrate modes and refrain from placing or taking calls while the meeting is in session. All persons entering public meetings, including their bags, purses, briefcases, and similar belongings, may be subject to search for weapons and other dangerous materials.

Even when Board meetings are not in session, Board members shall conduct themselves with courtesy and respect to each other, to staff and to members of the public if the Board members are representing themselves and the District.

Any complaints from any source directed toward District or Hospital employees, Board members, consultants or advisors to the District, shall first be discussed with the Chief Executive Officer or the Board Chair to resolve the issue at that level rather than at public meetings of the Board.

C. ADDRESSING THE BOARD.

A person wishing to address the Board may seek recognition by the Chair during discussion of any item during the time set aside for public comment. No person shall address the Board without first being recognized by the Chair. The following procedures shall be observed: Each person shall step to the microphone or specific area provided for the use of the public and will state his or her name when recognized by the Chair, unless anonymity is preferred.

1. During the general "Public Comment" portion of a Regular Meeting, the Chair shall request the speaker to terminate immediately any discussion on a subject which the Chair deems to be outside the subject matter of the District, or may be the subject of an agenda item at the meeting.

2. Speakers may not bring to the podium any items other than a prepared written statement or objects that have been inspected and approved by staff.

- 2.3. During the discussion of an agenda item, the Chair shall request the speaker to terminate immediately the discussion of a matter that the Chair deems to be outside the scope of the agenda item.

- 3.4. Each person shall limit any remarks to three (3) minutes, unless further time is granted by the Chair, or conversely, the individual time or aggregate time for public comment is limited as set forth by III.E. The time limits for public comment are not transferable; no "donation" of public comment time from one person to another is permitted.

- 4.5. Public comment is encouraged, but except as might be allowed by the Chair in connection with informational presentations, Board meetings are not forums for public or Board dialog or question and answer sessions. Questions may be responded to at the end

of a public comment or public comments generally, or may be referred to staff for future response where appropriate.

IX. OTHER POLICIES AND PROCEDURES.

A. BROWN ACT.

The Board shall provide a copy or a summary of the Brown Act and these Policies and Procedures to each Board Member when revised, and to each Board Member Elect, upon election, who has not assumed the duties of District office.

B. AMENDMENTS.

These Policies and Procedures may be amended at any Board meeting by majority vote, assuming advance notification as an agenda item. These Policies and Procedures also may be suspended at any Board meeting by two-thirds vote, provided the suspension does not conflict with the Bylaws or the Brown Act or deprive any Board member of a fundamental right as set forth in parliamentary procedure.

C. SUPERCEDED BY CHANGES IN BROWN ACT.

These Policy and Procedures shall be superseded by any change in the provisions of the Brown Act that are in conflict with this Policy.

Tab 4

Marin Healthcare District Logo RFP

- Includes the following:
 - Project overview
 - Scope of work
 - Proposal requirements
 - Pricing
 - References/Work samples
 - Submission/decision process and timelines
 - Proposals submitted to Jennifer Rienks
- Please provide any feedback to Jennifer Rienks no later than May 24, 2023
- Once approved, the RFP will be distributed to approximately 70 local people and organizations with connections to graphic design/creative resources:
 - Local colleges (graphic design departments)
 - Local high schools
 - Local freelancers that are registered as freelancers throughout Marin County
 - Local ad agencies

Marin Healthcare District Logo RFP



Marin Healthcare District (MHD) is seeking a creative, qualified freelance graphic designer, design firm, or agency to create a graphic logo and logo standard that can be used throughout all of its communication and marketing to help build brand awareness within the communities it serves.

MISSION OF THE MARIN HEALTHCARE DISTRICT

The mission of the MHD is to enhance the provision of quality health care in the communities served by the District; to support the highest quality medical, trauma, and psychiatric care at MarinHealth Medical Center; and to monitor and enforce the lease of the MarinHealth Medical Center to ensure the optimum operation of the Hospital for the benefit of the communities it serves.

The MHD advocates quality and reasonably priced health care, provides a public forum for discussion of health care issues affecting communities served by the district, and is an advocate for California district hospitals, at-large.

PROJECT OVERVIEW

MHD's current logo and brand colors were established years ago. Its outdated design does not effectively represent the value the MHD brings to its community members.

GOALS

MHD is seeking a more impactful and current logo that genuinely represents the brand and celebrates its efforts at serving the health needs of the community. The logo needs to be used effectively across all media including print, website, and social media. The logo should have a relationship to the existing MarinHealth brand core elements and colors shown below:



- **Step One:** Review the project as outlined in this RFP.
- **Step Two:** Provide a written proposal that includes the elements listed under "Proposal Requirements" below.
- **Step Three:** If awarded to proceed with the next steps, present 2 – 3 concepts for a new logo for consideration; the presentation will be held via Zoom and will include MHD board members and some community members.





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- **Step Three:** If awarded to proceed with the next steps, present 2 – 3 concepts for a new logo for consideration; the presentation will be held via Zoom and will include MHD board members and some community members.

- **Step Four:** The review process may require a minimum of three revisions of the selected logo following the initial review, based on input provided by MHD board members and community members.
- **Step Five:** Once approved, provide a final digital file in vector format (EPS) of the approved logo in full-color, single-color, and grayscale formats.
- **Step Six:** Provide the appropriate font files for the logo and a secondary set of colors to complement the logo colors for use in marketing materials.

PROPOSAL REQUIREMENTS

Professional History & Contact Information

Please provide a brief professional history along with the following information:

- Contact person
- Title
- Company name and address
- Company website
- Direct telephone/mobile phone
- Include a brief description of the relevant experience of key staff, designers, and management personnel

Project Staffing

- Describe the qualifications and relevant experience of the individuals that would be assigned to this project by providing brief biographies.
- Include a brief overview of your engagement strategy and approach to the “Scope of Work” and management of the project, including a timeline for completion and an estimate of the time (hours) required of staff and stakeholders in the process.

Itemized Pricing

Proposals must include an estimated cost for all work related to the tasks and deliverables outlined in the “Scope of Work”. A total estimate for deliverables is required. The proposal should clearly outline how time and cost overruns would be handled, including how the designer or agency alerts the board and discusses unanticipated changes or delays.

All expenses for the respondent’s preparation and participation in the RFP process, including, but not limited to, interviews, document preparation, communications, presentations, and demonstrations are entirely the responsibility of the respondent and will not be billable to MHD.

The chosen logo design shall become the property of MHD and shall have the right to copyright, service mark, and/or trademark the final design created on behalf of MHD.

References and Work Samples

- Please include references and work samples. This may include previous work samples that demonstrate technical and creative execution for similar projects. Provide two current references for which you have performed work similar in size and scope. Experience in branding

work for a public or nonprofit organization is preferred. For each reference, include the following:

- Organization name and address
- Type of organization
- User contact(s)
- Title(s) of user contact(s)
- Direct telephone number and email address(es) of user contact(s)
- Description and approach to the project
- Sample of work completed for the project, including previous logo and final logo

PROPOSAL EVALUATION AND SUBMISSION

This is an open and competitive process for all qualified designers and design firms. Proposals will be evaluated and awarded based on the most responsive candidate who offers the most comprehensive solution to MHD in terms of brand and design and value as specified in this RFP. MHD reserves the right to reject any or all proposals, or any portion thereof, as deemed to be in the best interest of MHD, including:

- Reject any or all offers and discontinue this RFP process without obligation or liability to any potential respondent
- Accept other than the lowest price offered
- Award a contract based on initial offers received, without discussion or requests for best and final offers

The proposal submitted in response to the RFP shall remain firm and valid for a period of (90) ninety days from the date of submission.

MHD will negotiate contract terms upon selection. All contracts are subject to review by MHD's board members and the project will be awarded upon signing of an agreement or contract, which outlines terms, scope, budget, and other necessary items.

All proposals should be submitted in PDF format and emailed with "RFP Logo Project" in the subject line by the deadlines provided in the schedule below:

Jennifer Rienks
Marin Healthcare District
MHD Lease & Building Committee
Email: Jennifer.Rienks@marinhealthcare.org

SCHEDULE

Task	Deadline
Event Date RFP Distribution to Vendor Candidates	
Proposal Due Date	
Target Date for Review of Proposals	

Potential Discussion with Candidates	
Anticipated Decision and Selection of Vendor	
Anticipated Commencement Date of Work	
Desired Completion Date	

Scheduled dates will be adhered to as closely as possible but may change without prior notice to applicants.

QUESTIONS?

We welcome any questions. Any questions regarding this proposal or project may be emailed to Jennifer Rienks at Jennifer.Rienks@marinhealthcare.org until <date goes here>. All questions will be answered by email within two business days.