MARIN HEALTHCARE DISTRICT

100-B Drake's Landing Road, Suite 250, Greenbrae, CA 94904 www.marinhealthcare.org Telephone: 415-464-2090

Fax: 415-464-2094

info@marinhealthcare.org

TUESDAY, NOVEMBER 14, 2023 BOARD OF DIRECTORS 5:30 PM: REGULAR OPEN MEETING

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| к | nard | of Directors: | |
| v | vai u | or 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)

Staff:

David Klein, MD, MBA, CEO

Eric Brettner, CFO

Colin Leary, General Counsel Louis Weiner, Executive Assistant

Location for Board:

MarinHealth Medical Center, Inverness Room 250 Bon Air Road, Greenbrae CA

Public via Zoom video:

https://mymarinhealth.zoom.us/join

Meeting ID: 942 6463 1013

Passcode: 869569

Or via Zoom telephone: 1-669-900-9128

| | <u>AGENDA</u> | | |
|-------------------------------|---|-----------------------|--------------|
| 5:30 PM: REGULAR OPEN MEETING | | <u>Presenter</u> | <u>Tab #</u> |
| 1. | Call to Order and Roll Call | Su | |
| 2. | General Public Comments 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. | Su | |
| 3. | Approve Agenda (action) | Su | |
| 4. | Approve Minutes of the Regular Meeting of October 10, 2023 (action) | Su | #1 |
| 5. | Move to reconfirm findings under Assembly Bill 361 and extend Resolution MHD 2023-02 to continue virtual meetings of the Marin Healthcare District Board of Directors (action) | Su | #2 |
| 6. | Proposed amendment to MHD bylaws regarding name and scope of the Lease & Building Committee (action) | Klein/Leary | #3 |
| 7. | Second Reading: Approval of Ms. KC George for membership on the MarinHealth Medical Center Board of Directors, as recommended by the MHD/MHMC Joint Nominating Committee on September 6, 2023 (action | Su <mark>1)</mark> | #4 |
| 8. | Nomination, review and approval of Molly Koehler, DO, for membership on the MHD Finance & Audit Committee (action) | Alfrey/Su | #5 |

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| 9. Report: Gun Safety Collaborative, with Marin County District Attorney Ms. Lori Frugoli | Su | #6 |
|--|-----------------------|---------|
| 10. Report: Marin County Commission on Aging, with Mr. Lee Notowich | Su | Handout |
| 12. Committee Reports A. Finance & Audit Committee (did not meet) B. Lease & Building Committee (met Nov. 1) (i) MHD Re-branding: Watson Creative (action) (ii) MHD Seminar, "Skin Cancer," October 18 (iii) MHD Seminar, "Healthy Eating for the Holidays" | | Kinney |
| 13. ReportsA. District CEO's ReportB. Hospital CEO's ReportC. Chair's and Board Members' Reports | Klein Klein All | |
| 14. Agenda Suggestions for Future Meetings | | |
| 15. Adjournment of Regular Meeting | Su | |

Next Regular Meeting: Tuesday, December 12, 2023 @ 5:30 p.m.





MARIN HEALTHCARE DISTRICT BOARD OF DIRECTORS

REGULAR MEETING

Tuesday, October 10, 2023 @ 5:30 pm Via Zoom Teleconference

MINUTES

1. Call to Order and Roll Call

Chair Su called the Regular Meeting to order at 5:30 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

2. General Public Comment

There was no public comment.

3. Approve Agenda

Dr. Alfrey moved to approve the agenda. Ms. Sparkman seconded. Vote: all ayes.

4. Approve Minutes of the Regular Meeting of August 8, 2023

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

5. Move to reconfirm findings under Assembly Bill 361 and extend Resolution MHD 2023-02 to continue virtual meetings of the Marin Healthcare District Board of Directors

Dr. Alfrey moved to approve. Ms. Rienks seconded. Vote: all ayes.

6. Resuming In-Person Meetings of the MHD Board and Committees

Mr. Leary reported that the state law that has allowed meetings by teleconference will sunset at the end of 2023. As of January 1, meetings of the Board and committees will be required to convene in person. There are new exceptions that allow for individual Board members to attend remotely: for personal or family emergencies; or for "just cause" limited to 2 instances per calendar year. However, Assembly Bill 557 allows for the Governor to declare another state of emergency for pandemic, disaster, etc., that would allow again for teleconferencing; the Governor is expected to sign this bill.

Beginning January 2024, this Board will resume meeting in person in the hospital's Conference Center, which will include the public, social distancing, etc. Logistics for those and the Committee meetings are to be worked out.

Discussion followed on public accommodations. Ms. Rienks strongly expressed the need for remote access for the public, which has become a best practice with other elected boards and councils as good governmental practice for accessibility and transparency. Mr. Leary noted that the practice is mixed and that many agencies indeed are continuing hybrid participation. Dr. Su asked that logistics be worked out to allow for hybrid if possible.



7. <u>Approval of Ms. KC George for membership on the MarinHealth Medical Center Board of Directors, as recommended by the MHD/MHMC Joint Nominating Committee on September 6, 2023</u>

Dr. Su welcomed Ms. George to the meeting (Tab #3). He and Dr. Alfrey met with her with the nominating committee, and they were impressed and supportive of her nomination.

Ms. George gave a brief background on her career work in healthcare management consulting, and commented on her desire to support MarinHealth as a Board member. She and Ms. Sparkman discussed the challenges of patient access, Medicare reimbursement, provider experience, etc. She is a San Francisco resident and expressed desire to support healthcare in the broader Bay Area, with Marin being key.

This first meeting with Ms. George being indicated as an action item at this meeting, Ms. Rienks led discussion regarding the bylaws allowance for this Board, if desired, to exercise two meetings before final action of approval of a MHMC Board nomination, to allow time for Board and public consideration. Mr. Leary noted that the bylaws stipulate that the Board has the option of acting at the first or second meeting, or if no action is taken after the second meeting the candidate is deemed approved. Dr. Su asked for comment from the public, and there was none offered. After general discussion it was agreed to take action at the second meeting (the Board's regular meeting in November). Dr. Su, as Chair, tabled this item to the November meeting.

8. **Update: MHMC Patient Demographics**

Dr. Klein welcomed Ms. Anna Sellenriek, Executive Director of Patient Experience, who presented (Tab #4) several graphic slides.

- Marin & MHMC All Patients, Race & Ethnicity MHMC total patient volumes closely align with the county demographic volumes
- Marin & MHMC All Patients, Age Comparison MHMC patient age percentages also closely align with the county's
- 2022-2023 MHMC Patients, Race & Ethnicity Comparison ED volume of Hispanic patients show slightly more than white non-Hispanic by inpatient comparison. Hispanic is about 40% of labor and delivery services
- 2022-2023 MHMC Patients, Payer Categories All inpatients are 45% Medicare, 27% Medi-Cal. Labor and delivery are 54% commercial and 45% Medi-Cal
- 2022-2023 MHMC All Patients, Payer Categories by Ethnicity Hispanic (21% of inpatients) show 75% Medi-Cal, 11% Medicare, 11% commercial. Non-Hispanic (77% of inpatients) show 55% Medicare, 14% Medi-Cal, 28% commercial

Discussion followed on the favorable labor and delivery data, and that our excellent L&D facilities are attracting more commercial patients and reducing outmigration.

Dr. Alfrey expressed his desire to see a more diverse and representative population on the "donor wall" to include people who contribute in ways other than directly financial.

9. Healthcare Advocacy and Emerging Challenges and Trends

Dr. Klein reported that he is participating in national and state healthcare advocacy conferences. Several state bills are concerning labor. SB 525 is a bill for healthcare worker minimum wage that CHA lobbied to amend to reduce disproportional impacts upon smaller rural hospitals. It is now on the Governor's desk.

Other proposed legislation involves leaves of absence, working from home, and family caregiver protection.

MarinHealth has been in active bargaining this year with all five of our labor unions. Three are favorably settled, and two are in process.



The hospital's physical plant will be greatly impacted by the 2030 seismic requirements and by demands made by changes in patient volumes. This will be discussed at this weekend's MHMC Board retreat.

The new HCAI subcommittee, Office of Healthcare Affordability, was described and discussed briefly.

The Governor has approved managed care organization taxes to help fund Medi-Cal.

We received our first tranche of FEMA reimbursement, and Congressman Huffman's office has offered to assist further with the process.

Focus is increasing on e-bike safety and regulation, and will be further addressed by this Board at the December meeting.

Dr. Su asked for public comment. Jonathan Frieman expressed serious concern about e-bike dangers, and injuries and deaths.

10. MHD Bylaws: Standing Committees

This Board has previously discussed changing the name of the Lease & Building Committee or to add a new committee that oversees the Board's community education projects. Dr. Klein noted that the bylaws (Tab #5) of the L&B Committee includes mention of community education, and suggested to rename the committee. Mr. Rienks suggested "Lease, Building & Education Committee." Ms. Sparkman suggested adding "Advocacy", and Dr. Alfrey suggested re-wording the bylaws to highlight more clearly advocacy and education.

Dr. Su asked Ms. Rienks (Chair of that committee) to bring her recommendation to the next Board meeting. Dr. Klein reminded that a change in bylaws requires the submission and approval process.

11. Committee Reports

A. Finance & Audit Committee

Dr. Alfrey reported that the committee did not meet. He noted that the committee's community member had resigned. He recommended that Dr. Molly Koehler join the committee as a community member. Dr. Su supported the recommendation. Dr. Klein suggested agendizing this for the next Board meeting, following the nomination and approval process according to the bylaws.

B. Lease & Building Committee

Ms. Rienks presented the three finalist agency submissions for the MHD re-branding that will consist of designing a new logo and color palette. After extended discussion, it was agreed to select the proposal of Watson Creative, pending an acceptable bid. Ms. Kinney has been in contact with them and they have agreed to negotiate. It was agreed that Ms. Kinney will negotiate with them for \$20,000 or less. Dr. Su asked for public comment, and there was none. Dr. Su asked for a motion to approve. Ms. Sparkman moved to approve the Watson Creative proposal for \$20,000 or less. Dr. Alfrey seconded. **Vote by roll call: all ayes.**

Ms. Rienks reported that the "Skin Cancer" public seminar will be on Wednesday, October 18 at 5:30 pm in the hospital's Conference Center. Ms. Kinney displayed the ad. Dermatologist Dr. Ravinder Gogia will present. Dr. Klein will host.

Ms. Rienks reported that plans are progressing well for the "Healthy Eating for the Holidays" seminar in November.

The committee is beginning to explore having the District sending monthly email blasts on timely health and healthcare issues.



12. Reports

A. District CEO's Report

Dr. Klein reported that required seismic evaluation will be submitted to HCAI in January and seismic ratings will be posted in public areas.

We are working with the County Sheriff's office on security/crime prevention action and education throughout the Hospital and Network, and internal protocols and policies are being finalized.

Final McCarthy construction issues should be all complete by the end of this month.

Construction is going well at the Petaluma multi-specialty clinic with a goal to open next summer.

Novato Imaging Center construction begins in December with a goal to open in June.

Hybrid OR is complete and final approvals and inspections soon completed.

The outpatient behavioral health garden is nearly complete, with a formal opening in November.

Nuclear medicine project is under construction, funded by donors, and opening in June.

Pharmacy compounding room construction is underway to meet new guidelines.

Sub-basement drainage issue is completed.

Two new safety domains are in place, on ergonomics and on safe patient handling, to reduce injuries to patients and employees.

B. Hospital CEO's Report

Dr. Klein reported that the hospital is doing well financially with a strong September. We are ahead of budget and patient volumes continue high in all areas.

Mr. Brettner and his team are finishing up the 2024 budget process. Challenges include labor costs that have gone up 26% in the past 3 years, and decreased reimbursement rates.

Physician recruitment is progressing, with offers being made for 3 primary care MDs, and accepted by several specialty MDs, all excellent.

The MarinHealth Spine Institute, with Dr. Su, is fully operational.

During the recent Kaiser strike, we provided care for their patients from San Rafael and San Francisco. Kaiser surgeries in our hospital continue on a full schedule.

This Saturday is the MarinHealth Board's annual Strategic Planning Retreat to discuss the future of the enterprise. This information will be shared at the District Board's next retreat in February.

Since Petaluma ceased their inpatient OB services, we have provided needed care for those patients.

Employees are now being given flu and Covid booster vaccines.

To follow Marin and Bay Area guidelines, masking protocols begin November 1, going to March 31. Masking will be required in patient care and patient access areas, and optional in nonpatient, public and staff areas.

C. Chair's and Board Members' Reports

Dr. Su and Dr. Alfrey each had nothing further to report.

Ms. Rienks reported that she and Dr. Klein and Ms. Ramirez attended the recent ACHD Annual Meeting. She encouraged the Board to watch the presentations posted to their website. Excellent presentations were on AI in clinical performance and in healthcare administration.

Ms. Ramirez reported the she and Ms. Kinney and her team had a MHD booth at a movie night in the Canal's Pickleweed Park that was well attended and they connected with the community.



Ms. Sparkman had discussed with Dr. Klein about other District priorities: Access to primary care, the "silver tsunami" of the aging population and gaps in care, and dealing with elders' health and exercise during heat waves.

13. Agenda Suggestions for Future Meetings

Ms. Sparkman: As suggested above.

Dr. Su: Firearm safety (scheduled for November). E-bikes (scheduled for December)

Dr. Alfrey: AI in the healthcare setting.

14. Adjournment of Regular Meeting

Dr. Su adjourned the meeting at 7:15 pm.







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

Resolution MHD 2023-02 Page 2 of 2

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: Su, Alfrey, Sparkman, Rienks, Ramirez

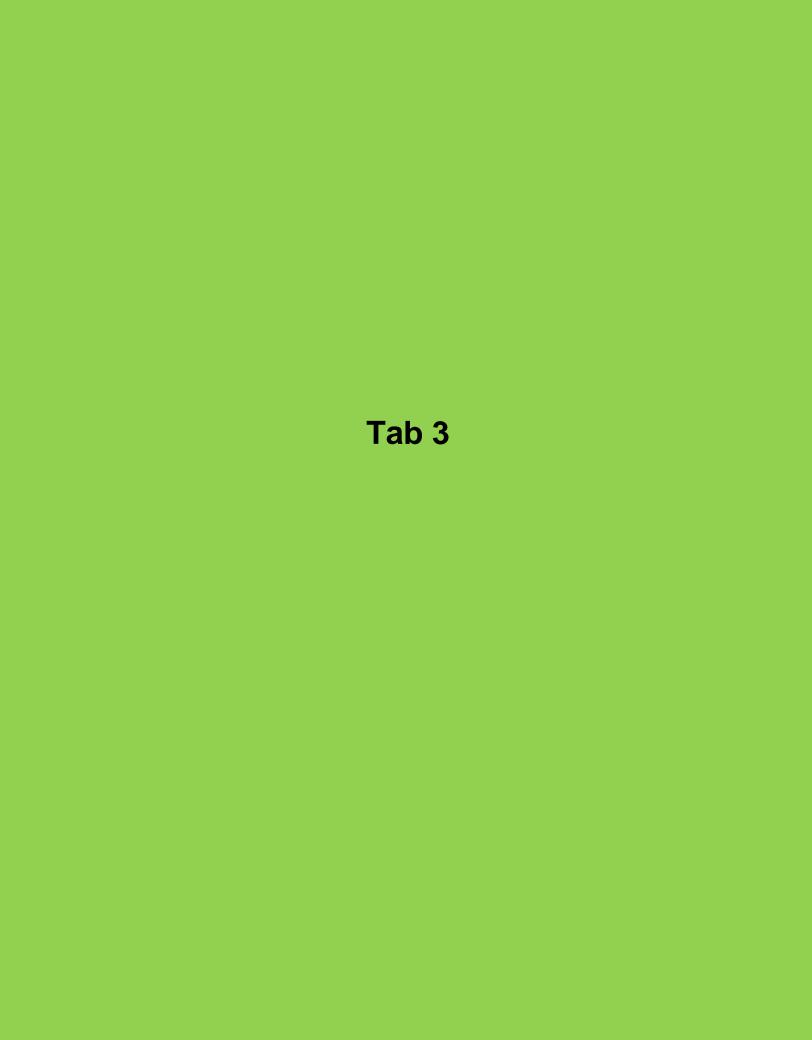
NOES: 0 ABSENT: 0 ABSTAIN: 0

ATTEST:

Brian Su, MD Chair of the Board

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

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BYLAWS OF MARIN HEALTHCARE DISTRICT

Adopted: December 14, 1982
Amended: January 14, 1986
Amended: August 31, 1993
Amended: April 15, 1997
Amended: June 15, 1999
Amended: May 14, 2002
Amended: February 11, 2003
Amended: September 14, 2004
Amended: May 11, 2010
Amended: January 8, 2013
Amended: February 10, 2015
Amended: August 11, 2015
Amended: November 12, 2019
Amended: [November 14, 2023]

ARTICLE I

GENERAL PROVISIONS

Section 1. The District. Marin Healthcare District (the "District") is a local healthcare district organized December 9, 1946, under the provisions of the Local Healthcare District Law (Health and Safety Code, Division 32; the "District Law"). Under the terms of the District Law, as amended from time to time, the District has established and owns Marin General Hospital, doing business as MarinHealth Medical Center (the "Hospital"), located at 250 Bon Air Road, San Rafael (Greenbrae), Marin County, California. The Hospital has been leased (the "Lease") to Marin General Hospital Corporation ("MGH Corporation"), a nonprofit public benefit corporation, for a term of thirty (30) years ending December 1, 2045. The Lease was approved by a vote of the residents of the District pursuant to Health & Safety Code Section 32121(P)(2) in 2014.

The District has assumed the role of sole corporate member of MGH Corporation effective June 30, 2010, and will thereupon enter into a relationship with MGH Corporation based on the parent / affiliate relationship established by corporate membership and new Bylaws adopted by MGH Corporation. The Healthcare District is therefore committed to fulfilling its role with regard to MGH Corporation both as corporate parent and facility owner. It is the policy of the District, however, to confer no authority or powers of the District inherent in the District's public agency status to MGH Corporation, and the District retains all those powers and authorities granted to the District by the State by reason of its status as a political subdivision of the State of California. The District is committed to exercise its oversight authority as both corporate parent and facility owner (Lessor) consistent with the best interests of the healthcare needs of the residents of the

District and consistent with the need for long term successful operations of MGH Corporation and other healthcare pursuits of the District.

Section 2. <u>Purposes.</u> The purposes of the District shall be:

- (a) To enhance the provision of quality health care in the communities served by the District.
- (b) To be a strong advocate of the public for quality and reasonably priced health care.
- (c) To provide a forum for discussion of health care issues affecting communities served by the District.
- (d) To fulfill the role set forth for District oversight in the Bylaws of Marin General Hospital Corporation, including approval of major transactions, board appointments, and oversight of established performance goals for the Hospital.
- (e) To monitor compliance with facility and related obligations of MGH Corporation under the Lease and amendments thereto, including pursuit by the District and MGH Corporation of seismic compliance plans and implementation.
- (f) To be an advocate for healthcare needs and interests of the residents of the District and to support community based healthcare and wellness services in the District.
- Section 3. <u>Profit or Gain.</u> The District shall conduct its affairs, insofar as possible, on a self-supporting basis. No part of any net earnings of the District shall inure to the benefit of or be distributed to any individual under any guise whatever, nor shall any District assets be distributed to any person on dissolution of the District. Should a net gain be realized from operations during any particular period, it may be used by the Board for any purpose consistent with the District Law and other public agency laws applicable to the District.
- Section 4. Offices. The principal office of the District shall be at 100B Drakes Landing Road, Suite 250, Greenbrae, CA 94904. Other offices may be established at any time by the Board within the District's boundaries.

ARTICLE II

GOVERNING BOARD

Section 1. <u>Directors.</u> The District shall be governed by a Board of Directors (the "Board") consisting of five (5) elected or appointed persons who are registered voters residing in the District. (Each member of the Board is referred to herein as a "Director".)

Section 2. <u>Powers.</u> The powers of the District are set forth by the District Law. The powers of the District shall be vested in the Board, which shall have and exercise complete charge, control, and management of the property, affairs, and funds of the District, fill vacancies among its officers and its members for unexpired terms, and do and perform all acts and functions not inconsistent with these Bylaws, the provisions of the District Law and other laws applicable to public agencies. Specifically, the Board shall exercise the following powers:

- (a) Establish by resolution or motion substantive and procedural policies regarding the affairs of the District in accordance with the best interests of the communities served by the District.
- (b) Establish policies and procedures consistent with the oversight role of corporate member and facility owner with regard to MGH Corporation based on the Lease and MGH Corporation Bylaws.
- (c) Enter into contracts and agreements with respect to the affairs of the District as approved by the Board of Directors or its management.
- (d) To pursue and enter into contracts for the provision of management services to healthcare providers and organizations within or outside the District in order to enhance the overall provision of healthcare services to the residents of the District.
- (e) Effectuate the purpose of the District to enhance the provision of quality health care in the communities served by the District by, among other efforts, working with public and private entities (including the provision of financial assistance where feasible).
- (f) Identify and seek to respond to health care needs and enhance service quality in communities served by the District, and where feasible, respond to substantive needs by advocating for their support or remediation by health care providers and agencies.
- (g) Exercise all other powers now or hereinafter set forth in and given to it by the District Law and other public agency laws applicable to the District.
- (h) Seek legislative, agency and consumer support for non profit and public healthcare services, enhanced public accountability and shared responsibility requirements for all healthcare providers; better defined and professional requirements for quality standards and oversight in the provision of healthcare services.
- Section 3. <u>Compensation</u>. The Board of Directors authorizes payment to members of the Board amounts not to exceed the maximum allowed by Section 32103 of the California Health and Safety Code, as amended, or as may otherwise be authorized by California law, per month and per Board or Board committee meeting, as compensation to each member of the Board attending such meetings. Members of the Board shall be allowed and paid actual and necessary traveling and incidental expenses incurred in the performance of official business in accordance with policies as may be established by the Board.
- Section 4. <u>Communications by Directors.</u> Board members, when speaking, writing or otherwise communicating publicly, shall identify whether or not such communication is their own opinion or represents the position of the Board.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. <u>Regular Meetings</u>. The Board shall hold regular meetings at designated locations within the District at regular times as may be designated by the Board or the Chair. Meetings of the Board shall take place no less than quarterly. Notice for all Regular Meetings shall be

provided in accordance with the requirements of the Ralph M. Brown Act, Government Code Section 54950 et. seq. ("the Brown Act").

- Section 2. <u>Special Meetings</u>. Special Meetings may be called at any time by the Chair of the Board, or by a majority of Directors. Notice for all Special Meetings shall be provided in accordance with the requirements of the Brown Act.
- Section 3. Quorum. At Regular and Special Meetings of the Board, a quorum shall be a majority of the members of the Board. At any meeting of the Board, a majority of the Directors present, though less than a quorum, may adjourn or adjourn to meet again at a stated time and place.

Section 4. <u>Conduct and Rules.</u> All meetings of the Board shall be conducted in accordance with the Brown Act, the District Law, other laws governing the conduct of meetings by public agencies, and rules established from time to time by resolution of the Board. The most recent published edition of Robert's Rules of Order shall be the guide on all points not specified in these Bylaws or in the rules adopted by the Board under this Section.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the District Board shall be a Chair, a Vice Chair, and a Secretary. The Chair, Vice Chair and the Secretary shall be Directors. The officers shall be elected by the Board annually as the first order of business at the January Regular Meeting of the District Board following a Board election, or at its December Regular Meeting in a non-election year. Each officer shall serve for a term of one (1) year. Officers shall not hold the same office for more than two (2) consecutive years. The Board may adopt policies and procedures designating one or more of its officers to sign checks drawn on the funds of the District, and to execute in the name of the District all contracts and conveyances and any other written instruments.

Section 2. <u>Resignation or Removal.</u> An officer may resign at any time or may be removed by a majority vote of the Board at any Regular or Special meeting. In the event of a resignation or removal of an officer, the Board may appoint a successor to serve the balance of that officer's unexpired term.

Section 3. Chair of the Board. The Chair shall:

- (a) Preside over all the meetings of the Board.
- (b) Be responsible for coordination and liaison with Marin General Hospital, community groups and public agencies, and residents served by the District.
- (c) Be responsible as the Board's liaison with the District's executive officer and Management for the implementation of Board direction and policies, and for input sought by the District executive officer and Management into the proper implementation of Board direction and policies.
- (d) Signs as Chair, contracts, conveyances and other instruments in writing and checks on the funds of the District as the Board shall authorize or direct the Chair to sign.

- (e) Be responsible for coordination and liaison with District legal counsel, auditors and consultants when direct Board oversight of matters pertaining to such consultants is appropriate.
- (f) Designate members of the Board to undertake special responsibilities and to report to the Chair on those activities as directed.
- (g) Coordinate with the District executive officer:
 - a. Utilization of legal counsel and conduct of legal affairs.
 - b. Preparation of Board agendas and meeting planning consistent with Board policies.
 - c. Serve as an alternate, or appoint another Board member as an alternate, at committee meetings, if able, upon the absence of a Committee member, and
- (h) Perform other duties as pertain to the office as prescribed by the Board.
- (i) Appoint members of standing and formal ad hoc committees subject to prior or subsequent confirmation or ratification by the Board.
- (j) Represent the Board at official functions when necessary, serve as a spokesperson for the Board regarding board actions, and keep the Board promptly informed of these occasions.

Section 4. <u>Vice Chair</u>. In the absence or inability of the Chair to serve, the Vice Chair shall perform the duties of the Chair, and shall perform other duties as pertain to the office as are prescribed by the Board.

Section 5. Secretary. The Secretary of the Board shall:

- (a) Be responsible for administrative oversight of all correspondence, financial records, reports, and minutes of every Board meeting, and to ensure that same are properly kept and maintained at the District Office.
- (b) Be responsible for overseeing that all resolutions of the Board are properly recorded and are maintained at the District Office, separately from the Board minutes.
- (c) Be responsible for overseeing the timely distribution of all notices required by law or by these Bylaws.
- (d) Be responsible for overseeing that the seal of the District is in safekeeping at the District Office and is used under the direction of the Board.
- (e) Perform other duties as pertain to the office as are prescribed by the Board.

In the event of the absence, inability, refusal or neglect of the Secretary to carry out any of these duties, the duties shall be carried out by any other Director as directed by the Chair or the Board.

Section 6. <u>Executive Assistant.</u> The Executive Assistant to the District executive officer, or his/her designee, shall assist the Secretary in performing the Secretary's duties and shall perform other administrative duties on behalf of the Board.

ARTICLE V

BOARD COMMITTEES

Section 1. General Provisions.

- (a) Committees of the Board shall be standing or ad hoc. The committee members and chair shall be appointed by the Chair, subject to the approval or ratification of the Board. Standing Committee appointments and Board approval shall be made at the Regular Meeting following the election of the Chair of the Board.
- (b) All committees shall be advisory to the Board unless otherwise specified by the Board, whose purpose and progress shall be periodically reviewed by the Board.
- (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 may be recommended to the District Board Chair by the Committee Chair, or any other source within the District or MGH Corporation organizations, or the community. Proposed Community Members shall be residents of the District, and 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.
- (d) Each District Director member of a committee shall be entitled to vote on the committee.
- (e) In the event a District Director member of a committee cannot attend a committee meeting, the Chair may designate another District Director as a voting substitute.
- (f) The committees shall be assisted by staff and consultants to the District in the manner set forth by policies and procedures of the Board.

Section 2. Standing Committees.

- (a) Standing Committees of the Board are the following: (i) Finance and Audit and
- (ii) Lease, and Building, Education, and Outreach. Standing Committees shall hold

meetings at times as agreed by committee members or as directed by the Board, but no less than quarterly.

- (b) At a Standing Committee meeting a quorum shall be two of the two District Board committee members. If only one District Board committee member is present, a record of the proceedings shall be kept, but no action may be taken. There shall be a Standing Committee meeting agenda and packet, which shall be prepared in advance and distributed to Committee members.
- Section 3. <u>Finance and Audit Committee</u>. The Finance and Audit Committee shall be responsible for performing the following functions:
 - (a) <u>Finance.</u> With the advice and counsel of the District executive officer and District financial officer:
 - 1. Oversee the financial management and budget of the District.
 - 2. Oversee in coordination with MGH Corporation, consistent with the District's role as corporate member and Lessor, the planning and implementation of financing programs related to facility and campus capital improvements and construction projects, with recommendations on same as appropriate to the Board.
 - 3. Review and recommend to the Board policies and procedures in the areas of finance, fiscal controls, investments and insurance programs.
 - 4. Review attorney and other consultant fees by project on a quarterly basis.
 - 5. Draft an annual budget at the end of each fiscal year for presentation to the Board. Each February, review the budget and recommend adjustments to the Board.
 - 6. Monitor financial statements and actual-to-budget income and expenditures on a quarterly basis.
 - 7. Monitor and review financial reports forwarded to the District by MGH Corporation.
 - (b) <u>Audit.</u> With the advice and counsel of the District executive officer and District financial officer:
 - 1. Review and recommend to the Board policies and procedures relating to the audit.
 - 2. Recommend to the Board an independent auditor to audit the books, and accounts of the District on an annual basis. Review the scope and coverage of the audit as expressed in the engagement letter with the auditing firm.
 - 3. Recommend to the Board a change in auditors and oversee the selection process.

- 4. Review the completed audit when received recommendation concerning the audit to the Board.
- 5. Review current GASB 34 policies annually and consider appropriate audit policies and procedures as needed, and report upon the Committee's findings and recommendations to the Board.
- 6. Undertake the conduct of audit responsibilities assigned to the District by MGH Corporation with implementation recommendations to the District Board of Directors.
- (c) Perform other duties assigned by the Board or Chair of the Board.
- Section 4. <u>Lease, and Building, Education, and Outreach Committee.</u> The Lease, and Building, <u>Education, and Outreach</u> Committee shall be responsible for performing the following functions:
 - (a) Oversee the compliance of all agreements related to District assets, including but not limited to the Lease and related agreements entered into between the District and MGH Corporation.
 - (b) Monitor the activities and reports of MGH Corporation consistent with the District's role as corporate member and Lessor of the Hospital, and make recommendations to the Board as appropriate.
 - (c) Recommend to the Board any action the Committee deems necessary or advisable to ensure that the District's oversight role and responsibilities as corporate member, under the Lease, or under contractual arrangements with MGH Corporation or other organizations, are fulfilled.
 - (d) Oversee the District's performance, in coordination with MGH Corporation, of facility and campus design, planning, and construction projects.
 - (e) Recommend to the Board for Board adoption the logistics of District sponsored community education forums on health related topics.
 - (f) Develop, propose, and recommend to the Board educational and community outreach programs for the benefit of residents of the District, including without limitation health education seminars, health or career fairs, and other events designed to facilitate connection between the District and the communities it represents and better health outcomes for such communities.
 - (f)(g) Perform other duties assigned by the Board or the Chair of the Board.
- Section 5. Ad Hoc Committees. Ad Hoc Committees may be established by the Chair, subject to the approval or ratification of the Board, for special, defined tasks. Each Ad Hoc Committee shall limit its activities to the accomplishment of the task for which it was established, and upon completion of that task, the Ad Hoc Committee shall be discharged by the Chair. The Chair shall determine the number of members for Ad Hoc Committees which shall include a minimum of two (2) District Board Directors. All Ad-Hoc Committees purpose and progress shall be reviewed annually by the Board.

ARTICLE VI

MANAGEMENT AND ADMINISTRATION OF THE DISTRICT

Section 1. <u>District Executive Officer</u>. The Board of Directors shall have the authority to employ and discharge the District executive officer and shall specify the terms and conditions of the person's employment, or provide for such terms of engagement under a management arrangement with MGH Corporation or other management services company. The performance of the District executive officer will be evaluated on an annual basis by the Board of Directors based on performance criteria established from time to time by the Board of Directors. The District executive officer shall be responsible for the overall management of the District, and has the necessary and full authority to effect this responsibility subject to the Board's oversight and any policies and directives issued by the Board. The District executive officer is directly responsible to the Board of Directors for the management of the District and all of its departments and activities. The District executive officer is responsible for the retention, performance, and continued employment of the District's executive management.

- Section 2. <u>Qualifications and Additional Duties and Responsibilities</u>. Qualifications, specific duties and responsibilities of the District executive officer shall be set forth in the appropriate policies and criteria established by the Board, directives of the Board, and any employment agreement with the District executive officer.
- Section 3. <u>Management Oversight</u>. With the advice and counsel of the District executive officer and other appropriate managers and consultants, the Board shall:
 - a. Review, consider, adopt, and implement Board policies and procedures relating to the management of the District's role as corporate member of MGH Corporation.
 - b. Review, develop, and maintain Board policies and procedures relating to the overall governance and management of the affairs of the District.
 - c. Periodically review and develop new or revised bylaws, policies and procedures relating to compliance with the requirements of the state and federal governments, including District Law and the Brown Act.
 - d. Develop and maintain Board policies and procedures for District contracting, delegation of authority to management, and oversight of the performance of District Management and consultants.
 - e. Review staff and staffing issues as needed and periodically conduct personnel reviews and communicate the outcome of such reviews to appropriate staff or pursuant to arrangements in place with MGH Corporation or other management services arrangements.

ARTICLE VII

REVIEW AND AMENDMENT OF BYLAWS

Section 1. <u>Triennial Review</u>. At intervals of not more than three (3) years, the Board shall review these Bylaws in their entirety to ensure that they comply with the District Law and other public agency laws applicable to the District, and in keeping with functions of the District Board.

Section 2. <u>Amendment.</u> These Bylaws may be amended by a majority of the Board at any Regular or Special Meeting of the Board, provided a full statement of each proposed amendment shall have been sent to each Director not less than seven (7) days prior to the meeting. These Bylaws may be amended by unanimous vote of the entire Board at any Regular or Special Meeting of the Board, in which event the provision for seven (7) days notice shall not apply.

ARTICLE VIII

INDEMNIFICATION

Section 1. <u>Indemnification</u>. The District shall, to the maximum extent permitted by and in accordance with the California Government Code, defend and indemnify each of its Directors, officers, and employees against expenses, judgments, fines, compromises, settlements and other amounts actually and reasonably incurred in connection with any claim or action against an employee arising out of an act or omission occurring within the scope of his/her role or employment for the District. For purposes of this Article VII, an "employee" of the District shall have the same meaning as set forth in Government Code Section 810.2, or any successor statute thereof, and includes, without limitation, any person who is or was a director, officer, employee of the District.

Adopted by the Board of Directors on November 14, 2023 November 12, 2019



KC George - Short Bio for Marin Health Board of Directors

KC George is a seasoned professional with a strong background in healthcare and life sciences. She is currently a partner at Bain, where she leads the firms' West Coast healthcare team. In her work at Bain, KC helps executive teams to take confident action in leading their organizations to full potential performance. She has extensive expertise working with clients to address critical strategic and operational opportunities – a recent example includes working with Thermo Fisher to develop, scale and distribute Covid tests globally through the height of the pandemic https://www.bain.com/client-results/speed-at-scale-the-thermo-fisher-story/. Other examples more locally include working with West Coast clients to run more effective clinical trial programs, build more customer-centric organizations, and ensure pullthrough of key priorities across 50K+ employees of a leading life sciences organization to meaningfully inflect performance.

As a part of her client work, KC has collaborated closely with client management teams and their Boards to guide strategic decision-making processes and sometimes navigate tricky management-Board dynamics. In addition to her client work with Bain, KC currently serves on the Board of Elizabeth's Smile, a US-based 501(c)3 non-profit organization that supports children facing the loss of a parent due to terminal illness https://www.elizabeth.org/. Through ES's focus on accessible research and scalable products, the organization empowers children to ensure the loss of a parent does not also mean the loss of childhood. KC has been an integral part of establishing the governance and management team priorities for this 12-month-old organization and is a part of the Finance and Nominating committees, focusing on leading our US launch and fundraising efforts as well as leading the transition efforts from our founder to a newly recruited CEO.

KC's earlier career experience includes roles at Visa and with the State of California, gaining valuable experience in diverse sectors before dedicating herself to healthcare and life sciences. She also received her MBA and BA, Economics (Phi Beta Kappa) from Stanford University.

KC lives in Cole Valley in San Francisco with her husband and two young children, around the corner from the UCSF Parnassus campus. She and her family are often found crossing the Golden Gate Bridge to take in the beauty of Marin. KC is looking for a role to continue to invest in the Bay Area community that she has called home for 25 years.

Contact

www.linkedin.com/in/kcgeorge-353403 (LinkedIn) www.bain.com/our-team/kcgeorge/ (Company)

Top Skills

Management Consulting
Strategy
Full Potential Transformation

KC George

Partner at Bain & Company

San Francisco, California, United States

Summary

Partner in Bain & Company's San Francisco office with expertise in large-scale transformation and post-merger integration, with particular experience in healthcare and life sciences.

Passionate about helping companies and individuals achieve their full potential, especially in high ambition, high innovation, high growth contexts.

Recently published in HBR on Talent topics: https://hbr.org/2021/11/how-to-attract-top-tech-talent

Also see our recent article on agile innovation in healthcare, coauthored with Gina Fridley: https://www.bain.com/insights/thepandemic-forced-agile-innovation-in-healthcare/

Experience

Elizabeth's Smile Board Member March 2022 - Present (1 year 5 months)

Elizabeth's Smile is a charity dedicated to supporting children enduring the loss of a parent

Bain & Company

Partner

September 2010 - Present (12 years 11 months)

San Francisco, California

Core expertise in large-scale transformation and post-merger integration across industries, with particular emphasis on organization design, leadership, change management and capability-building.

Deep experience in healthcare, advising clients across pharmaceuticals, diagnostics, medtech and private equity. Current client work in healthcare

focuses on customer strategy, commercial execution and organization design for launch and mature products.

Stanford Graduate School of Business Student September 2008 - September 2010 (2 years 1 month)

Visa

Director, New Market Development February 2005 - May 2008 (3 years 4 months)

LECG Corp Associate August 2003 - January 2005 (1 year 6 months)

Education

Stanford University Graduate School of Business MBA · (2008 - 2010)

Stanford University
BA, Economics, International Relations



T. MOLLY KOEHLER, D.O.

18 Paloma Dr | Corte Madera, CA 94925 | 707.334.5684 | molly.koehler@mymarinhealth.org

SUMMARY

Board Certified Family Physician who appreciates the breadth of primary care, the importance of preventative medicine and the joy of patient rapport; enjoys leadership roles and collaborating to improve health care outcomes and create a sustainable, thriving health system, for both patients and providers.

EDUCATION

Undergraduate: University of California, Davis

Bachelor of Science, Exercise Biology, 2003

Medical School: Touro University, College of Osteopathic Medicine

Doctor of Osteopathy, 2007

Residency: University of California, San Diego

Family & Preventive Medicine, 2010

Chief Resident, 2009-2010

EXPERIENCE

Family Physician, Prima Medical Group

Aug 2017 - Present

- -Primary Care Physician, providing comprehensive care for Marin families
- -Patient satisfaction scores >90%
- **-Physician Site Lead**, providing leadership for Novato Primary Care and supervision of APPs
- -MarinHealth Primary Care Medical Director, collaborating to improve primary care operations, retention and recruitment
- -Worked in After Hours and Adult Acute Clinics during COVID pandemic
- -Medical Director COVID Clinic and Employee Health, 2021 2022
- -Prima Medical Group's Finance Committee member
- **-Prima Medical Group Board of Directors** member since 2020, current Vice Chair
- -Marin Health Medical Network Board of Directors member

Family Physician, Cedars-Sinai Medical Group

Aug 2015 - Jul 2017

- Primary Care Physician in West LA ambulatory clinic
- Worked in Urgent Care, providing pediatric and adult medicine in the acute setting
- Hospitalist-PCP Task Force Committee member, working to improve medical home efficiencies
- HCC training completion with 100% coding accuracy rate
- Patient satisfaction scores >90%

Family Physician, Venice Family Clinic

Nov 2010 - July 2015

- Primary Care Physician in Culver City, provided pediatric, adult, geriatric and prenatal care for low-income families
- Site Supervisor, Colen Health Center
- Quality Improvement and Prenatal Care Committees member
- EMR SuperUser, assisted with provider training and implementation of electronic health record transition
- Precepted medical students and residents from UCLA and Cedars-Sinai
- Patient Centered Medical Home (PCMH) Steering Committee member
- UCLA LEAN-trained
- Collaborated on grant acquisition and audit completion, fundraising

Hospitalist, Rancho Los Amigos Hospital

June 2012 - June 2014

- Provided inpatient medical care for those recovering from neurologic injuries, per diem

Family Physician, Family Health Centers of San Diego Sept 2009 – Oct 2011

- Provided acute and continuity care to children and adults in the underserved communities of San Diego, per diem

Volunteer Physician, Flying Samaritans

Jan 2009 - July 2010

- Organized and conducted day clinics for families in Ensenada with limited access to medical care
- Taught UCSD medical students basic clinical skills

REFERENCES

Happily provided upon request





THANK YOU FOR SUPPORTING 2022 GUN BUY-BACK

Fundraising: A total of \$118,035 was raised from these categories:

- \$100 cash for handguns, rifles, shotguns: \$200 cash for assault weapons.
- Limit to 3 functional firearms per person.
- Supported by Marin Law Enforcement, District Attorney, Mayor Kate from San Rafael, Veterans Services Officer Sean Stephens
- Local News stations covered

THE RESULTS:

- A total of 552 firearms were turned in and \$51,300 was dispersed.
 - Handguns: 193
 - Rifles: 210
 - Shotguns: 149
- Of the weapons obtained:
 - 28 had qualifying characteristics to label them as assault weapons.
 - 7 were illegal due to modification (shortened barrels or stocks)
 - 4 were ghost guns containing no serial numbers brand or models (three AR-15 variants and one pistol)
 - 2 weapons had their serial numbers removed.

| How did we compare: | - |
|---------------------|---|
| | - |
| | _ |

| City/County | |
|--|--|
| | |
| Marin County | |
| San Francisco | |
| Milpitas (Santa Clara County) | |
| South San Francisco (San Mateo County) | |
| Dakland (Alameda County) | |
| Fairfield (Solano County) | |

Guns Received

552

265

415

392

131

100

Date

6/4/2022

12/1/2022

5/22/2022

6/4/2022

6/12/2022

7/10/2022

GUN VIOLENCE IS A PUBLIC HEALTH CRISIS

2021: 48,830 GUN DEATHS



165,000 people are shot annually



75%

 Youth Firearm
 Suicides-GUN easily accessible at home

 School Shooters got GUN from their home, a friend or relative's home



Access to a gun increases the risk of suicide by 300%

63,000 est. FIREARMS IN MARIN HOUSEHOLDS

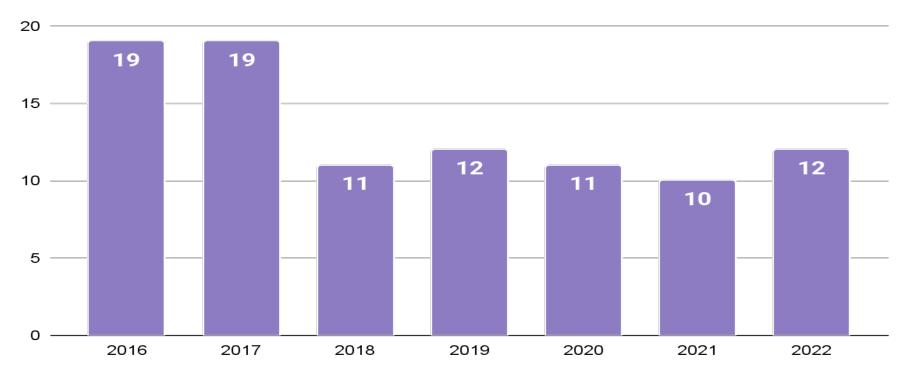


AROUND 15% of HOMES IN MARIN HAVE FIREARMS

<u> AAAAAAAAAAAA</u> <u>ላልላላላላላላላላላላ</u>

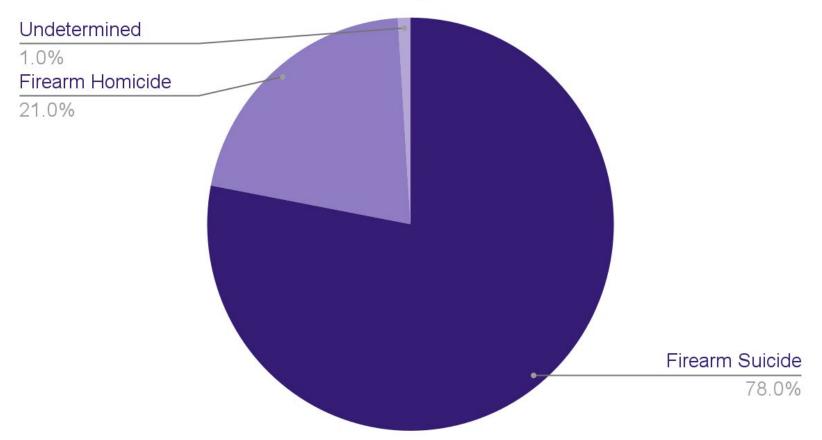
MARIN LIVES LOST DUE TO FIREARMS

Gun Deaths of Marin residents



*Data Source: California Department of Public Health (CDPH), Center for Health Statistics, Accessed via California Integrated Vital Integrated Vital Records System (Cal IVRS)

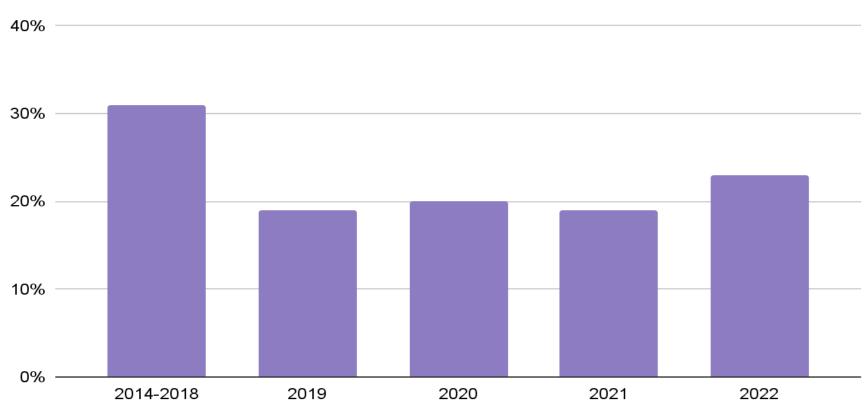
Marin Gun-related deaths by intention 2016-2022



*Data Source: California Department of Public Health (CDPH), Center for Health Statistics, Accessed via California Integrated Vital Integrated Vital Records System (Cal IVRS)

FIREARMS ARE A TOP LETHAL MEANS OF SUICIDE

Percentage of suicides by firearms



Health Care Interactions Provide Opportunity to Prevent Firearm Suicide





45%

of firearm suicide decedents had a hospital visit in the three years prior to death Compared with handgun purchasers who died in a motor vehicle crash,

Handgun purchasers who died by firearm suicide had a higher likelihood of a prior hospital visit for:



Suicidal ideation/attempt



Mental illness



Drug use disorder



Pain



Alcohol use disorder

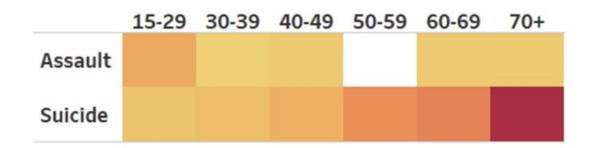


Big Picture

This study found that prior hospital visits for suicidal ideation or attempt are **strongly associated with firearm suicide risk among handgun purchasers**. Certain behavioral health, substance use, and pain conditions are also markers for suicide risk among handgun purchasers.

These findings bolster recommendations that clinicians engage in **firearm screening** and **lethal means safety counseling** for patients discharged after suicidal ideation or non-fatal suicide attempt and for patients with behavioral health diagnoses.

Gun-related Deaths by Intentionality and Age (2016-2022)



- Darker cells represent a higher proportion of gun-related deaths
- The highest proportion of deaths were suicide deaths in people 50 and older
- For every age group except the youngest, there are more gun-related suicide deaths than gun-related assault deaths

Data Source: CDPH Center for Health Statistics, Accessed via Cal IVRS **Data Updated:** 5/8/2023

- * Includes Marin resident deaths
- * San Quentin Inmates are not included







GUN SAFETY INTERVENTIONS YOU CAN SUPPORT

- Safe storage of firearms & ammo
- Voluntary relinquishment/temporary off-site storage
- Gun Violence Restraining Orders (GVROs)