



# Mark Twain Health Care District

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**Regular Meeting of the Board of Directors  
Wednesday, April 27, 2016  
7:30-10:00a.m.  
Mark Twain Medical Center Classroom 2  
San Andreas, CA**

## **Approved Minutes**

### Mark Twain Health Care District Mission Statement

"Through community collaboration, we serve as the stewards of a community health system that ensures our residents have the dignity of access to care that provides high quality, professional and compassionate health care".

#### **1. Call to order:**

President Reed called the meeting to order at 7:30am by reading the MTHCD Mission Statement.

#### **2. Roll Call:**

Present for roll call was Lin Reed, MB OTR/L; Ken McInturf; Randy Smart, MD; Ann Radford, FNP and Susan Atkinson, MSW.

#### **3. Approval of Agenda: Action**

Dr. Smart moved the Lease Review item be put closer to the front of the agenda. Ms. Radford seconded the motion and it was approved 5-0 putting the item at 7.5.

#### **4. Public Comment on matters not listed on the Agenda:**

Marti Crane announced the accomplishments made over some 2 years to upgrade the Volunteer Center in the area of plumbing, lights and HVAC.

#### **5. Consent Agenda: Action**

##### **A. Un-Approved Minutes of Mar. 23, 2016**

##### **B. Approval of Feb 2016 Financial Statements**

##### **C. Correspondence:**

- CUSD Educational Foundation Thank You (3-31-2016)
- Hospice of Amador-Calaveras Thank You Letter (4-11-2016)

Dr. Smart moved to accept the consent agenda as presented. Mr. McInturf provided the second and it passed 5-0.

## **6. New Business:**

### **A. Policy 23 Request for Public Funds**

- **Calaveras Health and Wellness Initiative (CHWI)**

Kevin Hesser supplied an additional handout to the audience. He then introduced the program and some of the members from such partners as the Calaveras Unified School District, the Calaveras County Office of Education, UC Cooperative Extension Central Sierra, Calaveras Public Health Services, Gardens to Grow In and FoodCorps. The collaboration of these agencies provides for better services without duplication. CHWI would like to include the MTHCD as a partner because of their focus on health.

CHWI's focus is to provide equitable opportunities for some 2,700 PreK-8 students and their families. To accomplish this long-term healthier lifestyle phase one would focus to provide support for increasing the consumption of fresh fruits and vegetables, increasing physical activity and decreasing the consumption of sugary drinks by integrating garden-based nutrition education.

While donations have been received to fund the student gardens CHWI is seeking the funds to sustain and develop the program. Therefore CHWI is requesting capital to hire a Garden Based Nutrition Education/Physical Activity Program Coordinator in the amount of \$68,476 for the first year.

## **7. Unfinished Business:**

### **A. ACHD Certification Process Update:**

- **Process to Submit MTHCD Policies and Procedures:**

Ms. Reed reported additional information had been sent to ACHD to accomplish certification. She hopes the process will be completed by the next meeting. Mr. Doss foresees the certification being announced at the ACHD Annual meeting in May.

### **B. Hospice Respite Update:**

- **Hospice of Amador and Calaveras Report**
- **Hospice of the Sierra**

Mr. York explained respite care and announced there is an agreement between Hospice of Sierra and MTHCD which will be dedicated to Calaveras Patients. Their goal is in assisting with end-of-life care.

Mr. Doss will include the funding for the agreement in the May draft budget for the Board's approval at the June meeting.

Mr. McInturf requested Mr. York report, quarterly, to the Board in the same fashion as Hospice of Amador and Calaveras.

## **8. MTHCD Reports:**

### **A. ACHD March Update:**

Ms. Reed reported on her experience at the April Legislative Days wherein ACHD is sponsoring a design build bill and a critical access bill. The group was able to meet with Assemblyman Frank Bigelow (R-5) who is very supportive of our area.

### **B. Executive Director Report:**

- **BETA Risk Management Authority**

Mr. Doss described the BETA Healthcare Group as a JPA who covers the District liability. The letter in the back up documents indicates the base rates will remain unchanged for July 1, 2016

- **Calaveras Public Power Agency**

Mr. Doss stated CPPA is another JPA that we belong to. By buying all the MTMC electricity from CPPA it saves approx. \$350-\$400,000. Mike Dean, attorney, explained that in the current lease the District (landlord) pays utilities as it is cheaper for the District to purchase them.

- **Form 700 - California Fair Political Practices Commission**

Mr. Doss reported all Board members had completed and submitted their Form 700.

### **C. Presidents Report:**

Ms. Reed recapped what a good event the Doctor's Day celebration on the MTMC lawn was.

- **Ad hoc Personnel Committee.**

Ms. Reed and Ms. Atkinson are working on this ad hoc committee. Ms. Reed is pleased that Mr. Doss will stay on in a month-to-month capacity because she is finding the complexities of hiring a person like Mr. Doss. For now she is still in fact finding. She will be working with Don Whiteside of HFS as well and hopes to bring something back to the Board in May.

- **2016 Quorum National Trustee Conference**

Quorum Learning Institute is sponsoring the Hospital Trustee Education Resources conference Ms. Reed and Dr. Smart will be attending in May.



#### **D. MTMC Corp. Board:**

Ms. Reed stated the Corp. Board had met on the 26<sup>th</sup>. She requested Larry Philipp, interim CEO, provide the MTHCD a monthly CEO report.

Since Mr. Philipp came in Jan. there has been 13 surveys. Mr. Philipp added they received a 3-year (the max) accreditation from the Joint Commission giving credit to Katherine McCoy for having to deal with it so soon after arriving at the MTMC.

Mr. Philipp shared there were three groups that interviewed 4 candidates for the CEO position and pleased to report one will go to the next step.

Nothing new about the heart center except Mr. Philipp got approval from Dignity (legal) to submit billing while the application is being processed for the license.

#### **9. Committee Reports:**

##### **A. Ad Hoc Real Estate:**

- **Valley Springs Project Update:**

Mr. Doss mentioned the Aspen St Architect meetings were being held every two weeks and things are going exceptionally well with the County issues and Cal Trans. Phase one will be site work and phase two will be the building portion of the project.

As part of the USDA loan procedure there had been nine (5 national and 4 regional) banks involved in the RFP process.

The Board can expect Aspen St Architect and Gary Hicks (USDA Loan) to do a presentation at the May Board meeting.

A Meyers Nave attorney will be reviewing the documents involved in the process.

Dr. Smart questioned the need for a lease to fulfill the USDA loan requirements. Mr. Doss explained the USDA funding is on an Oct. fiscal year so the deadline for this year's funding is Sept. 28. By that deadline the District needs a lease to be in place and to have begun construction or run the risk of not receiving the funding. Mr. Doss has invited Mr. Hicks to review the loan requirements at the May meeting.

- **Project Manager**

Pat Van Lieshout stated our project goes before the Planning Commission on June 9<sup>th</sup>. Phases one is the site work and is calendared to begin in Aug 2016.

- **Mitigated Negative Declaration**

After receiving the Planned Development Permit (PDP) the project can go out to bid.

- **Opinion of Probable Costs Budget**

Mr. Krieg stated two columns (estimated and spent) were added to the Opinion of Probable Cost. Mr. Krieg and Mr. Van Lieshout will work to define and track, by contract, the percent of work completed and the amounts spent.

- **Construction Finance Agreement**

Mr. Doss will invite Gary Hicks to the May meeting to review the Construction Finance Agreement.

- **Nondiscrimination Statement**

Mr. Doss explained that all projects, as a common practice, have to include a Nondiscrimination Statement in the project documents to go to bid.

- **Sale of Angels Camp Property on Stanislaus Ave: (APN 058-024-016-000) (Apr. 11, 2016)**

- **Seller's Final Settlement Statement (Escrow #0505-4987768)**

The escrow has been completed on the sale of the Angels Camp Property located on Stanislaus Ave to the Mark Twain Medical Center Corp. Board. The sale will be removed as an asset in the April financials and show as a cash item.

#### **B. Ad Hoc Lease Review:**

- Dignity Health – Mark Twain Relationship

Mr. Doss reported the District had received a public records request and that most of the information requested was on the MTHCD web site. The financials are an ongoing item on the web page and the Non-Disclosure Agreement between MTHCD and Dignity Health will be added to the web page. Regarding the NDA Mr. Dean stated the conversations are private however the price and terms will be public upon the Board's consideration.

Ms. Reed reported that the Ad Hoc Lease Review meetings with Mr. Doss, Mike Dean and herself are moving along with the Dignity Health representatives.

Mr. Doss recapped the April 20<sup>th</sup> Community Presentation titled the History dating from 1946 to present. The presentation also explained the names and the relationship as we know them today for the MTHCD and the MTMC Corp. The entire video has been posted on the MTHCD web page as an announcement under the meetings tab.

The next meeting will be a recap of the first and will include information on the future relationships of MTHCD and the MTMC Lease and the Management Services Agreement (MSA) with Dignity Health. Mr. Dean explained the District leased its buildings to the MTMC, a nonprofit, and the MTMC went into a MSA with Dignity Health. Within that agreement Dignity Health provides a CEO. The District is not a party to the MSA. The District has the document so it is a public record.



The direction is to have a new lease for the Board to consider by their June meeting. Mr. Dean added the document isn't a complicated one but rather a term sheet of business terms i.e. years; rent. It is advantageous and less costly to have a lease on the Nov. 2016 general election when all the precincts are open. Alternative options are; for the District to wait for the next general election; call for a special election which is the most expensive or have a mail ballot prepared which can be done at any time and would only include the District's lease.

When a document has been prepared for the Board to consider the document will become public and when approve move to the Board of Supervisors for addition to the Nov. ballot.

Jack Garamendi expressed concern for the process being rushed to meet the 2016 election and encouraged the Board to consider options for the public to have time to digest the information and the process. Mr. Doss thought ample time would be afforded the process because the Lease Review Committee meets each week and there will be two (possibly 4) more District Board meetings before the July deadline to be presented for the Nov. ballot. Ms. Reed reinforced no lease, especially of an unknown length, can be rushed or dictated by a deadline. If the committee or Board isn't there then the process will continue until it is an appropriate time to be considered. The Board has started the process some 3 years in advance of the leases' expiration (Dec. 2019) to make sure there is plenty of time for consideration of all matters regarding the lease to be taken to the voters

**C. Physician Education Forum Update:**

Dr. Smart is in the process of scheduling another education forum in the field of medical oncology. Ms. Radford would like to see a forum support education about diabetes because she sees patients every day with complications of diabetes. Dr. Smart suggested it sounded like there is a need for more than one forum this year.

**10. Board Comment and Request for Future Agenda Items:**

Mr. Doss displayed the frames certificate from the Chamber of Commerce. The District is now a Calaveras County Chamber of Commerce Bronze member.

Ms. Atkinson requested that the financial heading (pg.15 of the pkt) of Feb 2015 be corrected to read Feb. 2016.

**11. Closed Session: .....Mr. Doss**

Conference with Real Property Negotiators (Govt. Code section 54956.8). Property: Mark Twain Medical Center, 768 Mt. Ranch Road, San Andreas, CA. Agency negotiators: Daymon Doss and Lin Reed. Negotiating parties: Mark Twain Medical Center, Inc.; Dignity Health, Inc. Under negotiations: Price and Terms of Lease.

Hearing no further comments the Board moved to closed session at 9:31am.

**12. Reconvene to Open Session:**

A. Report of Action taken (if any) in Closed Session:

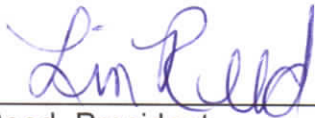
Dr. Smart moved the Board move from closed session into open session. Mr. McInturf approved with his second and it passed 5-0. Dr. Smart reported there was no reportable action taken in closed session.

**13. Next Meeting:**

- Wednesday, May 25, 2016

**14. Adjournment:**

Dr. Smart moved to adjourn the meeting. Mr. McInturf gave his second. The meeting adjourned with a 5-0 vote at 11:09am.



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Lin Reed, President