



Mark Twain Health Care District

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Regular Meeting of the Board of Directors
Wednesday, January 28, 2015
7:30-10:00a.m. in Classroom 3
San Andreas, CA

Unapproved Minutes

Mark Twain HealthCare 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 competent, professional and compassionate healing.

1. **Call to order:** The meeting was called to order by Pres. Lin Reed at 7:33am.
2. **Roll Call:** Present were Lin Reed, MBA, OTR/L, Ken McInturf, Peter Oliver MD, Randy Smart MD, Ann Radford FNP. Absent: None
3. **Approval of Agenda:** **Action** Dr. Smart requested TeleHealth (item 9-B) be informational only. Dr. Oliver moved and Mrs. Radford seconded the approval of the agenda. Motion passed 5-0.
4. **Public Comment on matters not listed on the Agenda:** Marti Crane misses Bob Campana, appreciated Dr. Oliver's debate during the election and thinks the Golden Health Awards is a wonderful thing. George Fry continues to educate the community on the uniqueness of the MTHCD and was pleased about the honoring of Bob Campana and his service to the District.
5. **Election of officers:** Michael Dean, Attorney with Meyers/Nave explained the process of electing officers for a 2-year term.
 - President: **Action** Mrs. Reed nominated Dr. Oliver. Seconded by Dr. Smart. Mr. McInturf nominated Mrs. Reed but received no second. Motion passed 5-0 to elect Dr. Oliver as President
 - Secretary: **Action** Dr. Oliver nominated Mrs. Reed as Secretary. Seconded by Mrs. Radford. Motion passed 5-0.
 - Treasurer: **Action** Dr. Smart nominated Mr. McInturf. Seconded by Mrs. Reed. Motion passed 5-0.

Mrs. Reed congratulated Dr. Oliver as the newly elected President. Dr. Oliver accepted and thanked Mrs. Reed for her service and proceeded with the agenda.

6. Resolution 2015-2: Action Dr. Oliver explained as President he wished to decline his seat on the MTMC Board and nominated Mrs. Reed for that position. Seconded by Dr. Smart. The motion passed by a 5-0 roll call vote to approve Resolution 2015 - 2 of the Board of Directors of the Mark Twain Health Care District appointing Mrs. Reed to the Board of Trustees of the Mark Twain Medical Center. The board discussed possible ways to fill the absent seat if Dr. Oliver couldn't attend.

7. Consent Agenda: Action Items A and C were pulled from the Consent Agenda for review.

A. Minutes of December 10, 2014. In Unfinished Business item 1.b. Financial Consultant was added to Gary Hicks' name. In Unfinished Business item 3 under Telehealth the word should be they not there. In New Business item 9. The spelling was corrected to CDARS. New Business item 10 spelling was corrected to read Mary Zawacki Director Health. Dr. Smart moved to accept the minutes as corrected. Seconded by Mrs. Radford. Motion passed 5-0

B. Minutes of Special Board Meeting on January 20, 2015 Mrs. Reed Moved. Seconded by Mr. McInturf and item B passed 5-0 as Consent item.

C. Approval of November 2014 Financial Statements: Mrs. Reed moved to approve the Financial Statements. Seconded by Mrs. Radford. During discussion it was requested changes be made on line items, when appropriate, from Mark Twain St. Joseph Hospital to MT Medical Center. After discussion and clarification the motion passed 5-0.

D. Correspondence: Mr. Doss explained this will be a new category on the agenda and ongoing so the board can review any correspondence received.

8. Unfinished Business:

Valley Springs Project update: Mr. Doss gave an overview of the proposed Medical facility project with plans to purchase 14 (+/-) acres near Valley Springs. Mr. Doss stated he had met with the Calaveras County Planning staff and learned what they needed in order to prepare for the pre-application meeting which has now been changed to Feb. 17th. Aspen Street Architect has been signed to prepare those items with focus on developing the property with the potential of housing like businesses.

- USDA Loan: Dr. Smart will be discussing application questions with Gary Hicks, Financial Consultant. Board members agreed that they would go on line and educate themselves prior to the pre-application meeting and that the Ad Hoc committee would prepare their findings and where possible take into account building a "green" project with local vendors.
- Calaveras County pre-application meeting on Feb. 3, 2015 due to scheduling has been changed to Feb. 17th at 1pm.

B. Discussion of Telehealth MOU: During the approval of the agenda Randy Smart MD requested this item be changed from action to discussion. Dr. Smart will be part of the ACHD presentation on Legislative day in Sacramento in April as a pilot program. Attorney Michael Dean presented Mr. Marks with the MOU who wants it to go to Corp (Dignity) for review and the sooner the better.

C. Physician Education Forum. Nothing to report

D. Discussion of Administrative Services Agreement: **Action** Michael Dean, Attorney explained the differences of having an employee and an independent contractor. He explained the stringent IRS rules would make it difficult to qualify the Administrative Assistant position as an independent contractor. His recommendation was the position does not need to be advertised and to fill the position as an employee. Mrs. Reed moved the position be filled as an employee and that the services of Tribble & Ayala, Certified Public Accountants be retained to process the payroll. Seconded by Dr. Smart. The motion passed 5-0.

E. Review of Board Policy regarding 501 (c) 3 Funding Mr. Doss Proposed policy to be presented at Feb 25th board meeting.

9. New Business:

A. Review and amendment of Hospice Funding Proposal for expansion of criteria for patients' participation in- progress. Dan Riordan, Executive Director explained the need for Hospice to determine who needs services and for the length of time services are needed. He requested the language be changed from short term care to "Respite Care" to provide care as needed based on the needs of the individual patient. The Board thanked Mr. Riordan and his organization for all that they do and would like to support possible future support classes/services. **Action**. Mr. McInturf moved the language be changed as requested. Seconded by Mrs. Reed. The motion passed 5-0.

B. Pre-Hospital Care Training – Advanced EMT: Bill Wennhold explained the need of emergency assistance in our community. Mark Twain Medical Center is hosting this new, tuition paid, program to offer assistance to 20 applicants to obtain advanced emergency medical technician (AEMT) training. This pilot program, when completed, authorizes the student to take the National Registry of Emergency Medical Technicians (NREMT) AEMT practical skills and cognitive examinations allowing the student to be eligible to apply for state certification.

10. Study Session Topics: This section can be helpful to approve study session items that might otherwise make for a lengthy board meeting. Such topics might be the USDA Loan application process.

11. Future Agenda Items: Different boards utilize this feature to suggest, with board approval, future agenda items. Dr. Oliver to provide guidance on process.

12. Board Comment and Request for Future Agenda Items: There was discussion on the Form 700 which is due April 1, 2015. Michael Dean, Attorney explained the new law where each county can choose to hold the forms in-house or not. In the case of Calaveras County the forms are to be maintained at the Mark Twain Health Care District (MTHCD) Office. The Form 700 is a public record so the public can request and expect a copy within 2 days.

Mrs. Reed had her first meeting with the Mark Twain Corp Board.

Mr. Doss introduced David Woodhams as the community volunteer sitting at the pleasure of the MTHCD Board on the MTMC Corp Board. Mr. Woodhams is retired from a dental practice in Arnold.

13. MTHCD Reports:

- ACHD Update: Mrs. Reed described the ACHD Leadership Academy that she attended on Feb 22-23 along with Mrs. Radford. April 13 & 14 will be the Annual Legislative Day in Sacramento. May 6-8 will be the Annual Meeting in Monterey.
- Ad Hoc Committee for Valley Springs Project: The next Ad Hoc Real Estate Committee Meeting will be held after the Feb 17th Calaveras County pre-planning meeting.
- Golden Health Awards update – February 7, 2015: Mr. Doss described the Health Care Awards and that a selection had been made and will be honored at the awards dinner on February 7, 2015 at Ironstone Vineyards.

14. CEO Report: The CEO report was provided to the Board members.

15. Closed Session: **Action** Dr. Smart moved for the Board to reconvene in closed session for the purpose of discussing the Public Employee Performance Evaluation of Executive Director (Section 54954.5). Seconded by Mrs. Reed and passed 5-0.

16. Reconvene to Open Session: No action was taken in closed session.

17. Next Meeting: Wednesday, February 25, 2015

18. Adjournment:

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