

768 Mountain Ranch Road

San Andreas, CA 95249

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**Regular Meeting of the Board of Directors**

**Wednesday, April 22, 2015**

**7:30-10:00a.m.**

**Mark Twain Medical Center Classroom 3**

**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 competent, professional and compassionate healing.

**1.** **Call to order:** The meeting was called to order at 7:34am by President, Peter Oliver, MD.

**2.** **Roll Call:** Present were Peter Oliver, MD; Lin Reed, MBA, OTR/L; Ann Radford, FNP; Randy Smart, MD. Ken McInturf arrived at 8:18am.

**3.** **Approval of Agenda:** Action: Approval of the agenda was moved by Ms. Reed and seconded by Dr. Smart. The motion passed 4-0.

**4.** **Public Comment on matters not listed on the Agenda:** George Fry requested that In the future,a flag be brought from another classroom for the flag salute.

**5.**  **Consent Agenda:** Ms. Reed removed item B. from the consent agenda for further discussion. Ms. Reed moved the rest of the consent agenda be approved. Seconded by Dr. Smart and passing by a 4-0 vote.

1. Minutes of March 18, 2015

 B. Approval of March 2015 Financial Statements Removed from Consent and discussed separately: Mr. Doss explained a new, more simplified, version of the cash flow report. The Board desires to continue both formats. There was a question about the payroll expense and Mr. Doss explained that item was added in Jan. when an employee was hired and will be reflected in the draft budget in May. Mr. Doss also explained the (CAM) Common Area Maintenance Charges for suites 03 & 04 on the Renters and Leases page.

 Marti Crane thanked the Board for the extensive financials and for the explanation of CAM.

 Ms. Reed moved to accept the financial statements, seconded by Ms. Radford and passed 4-0.

 C. Correspondence:

* Letter to MTMC Corp. Board: Dr. Bill Griffin (3-18-2015)
* Hospice of Amador & Calaveras (3-31-2015) Thank you for grant
* Calaveras Unified School District Ed Foundation (3-15-2015) Thank you letter for donation.
* Calaveras County Planning Dept. Notification for Administrative Use

Permit (3-27-2015).

* Umpqua Bank (3-31-2015) Visa Business Card Account
* LAFCO (3-24-2015) Opening for Public Member

**6.** **Unfinished Business:**

A.Dean M. Kelaita, MD, Local Health Officer spoke about the Chronic Disease Management Program. He expressed appreciation for the $20k (9-month program) support received from the MTHCD. The program is a workshop by community health workers based on the Stanford Model of training.

 Dr. Kelaita made reference to coming back in June with a plan to continue offering the service(s) and requesting additional funding. While the Board supports a partnership it did express concerns for being the sole funding when they thought other funding was to be obtained. Similar programs may need 6-8 years to see progress. If future funding is requested the Board would like to see a 5-year plan showing funding supporters, outcome(s) and a pilot plan for the program to become permanent.

B. Telehealth update:

* ACHD sponsored Legislative Day on April 13, 2015 in Sacramento. Per Mr. Doss, Dr. Smart’s Telehealth presentation was very well done and well received.
* MOU update: Dr. Smart reported that the MOU is to be continued after review by Craig Marks, CEO. Considerations are needed in the operational chart, expansion by scope of care and spending considerations in the next budget cycle.
* Telehealth Budget: Past and unused budgeted monies to move forward.

C. Physician Education Forum: Dr. Smart reported that he has hopes of having the Physician Education forum twice a year. The next one is June 3rd in the Fireside Room at Camps Restaurant in Angels Camp. Courtney Virgilio, MD, FACC, FASE will be the presenter on Cardiac Testing. The plan is to reach out to nurses and Calaveras doctors that aren’t in the MTMC. Ms. Reed will be there representing the MTHCD.

Marti Crane reported the Public Health Walk scheduled for May 19th will include the (MT) Medical Center, Calaveras High and San Andreas Elem. Schools. There will also be a wheelchair route.

**7. New Business:**

 A. ADHD Certification Process Update: Dr. Oliver introduced the Association of California Health Care Districts’ (ACHD) Certification Process explaining the MTHCD is moving forward in a manner to become more updated and transparent.

* MTHCD Policies and Procedures:

General Counsel, Mike Dean, explained the MTHCD is seeking certification with ACHD and that process will be easier if MTHCD folds bylaws into the same format ACHD uses. Nothing substantive changes in the MTHCD bylaws although the bylaws will be repealed. Ms. Reed’s wish is to complete the process by the May meeting. The Board reviewed the MTHCD Policies and asked Mr. Dean to make changes as follows:

 **Policy 23** (Pg 40) Keep the title “D” allowing Section “D.1” to be the Golden Health Awards then adding “D.2” language for “other” community grants.

 **Policy 13** is followed by Policy 11 which is a typo. It should be 14 (Pg 35).

 **Policy 17** (Pg 36) on the last paragraph fill in the dollar amount as $5,000.

 **Policy 18** (Pg 36) A.2: While it didn’t seem to apply Mike Dean suggested it remain as it could be applicable at a later time.

 **Policy 2.2** (Pg 29) Add Board self-assessment every 2 yrs.

 **Policy 12.1** (Pg 34) has a typo. It should read Dec.10, 2014.

Mike Dean explained while this is an important and enduring document to govern it can be amended as set forth in **Policy 21**(Pg 37) by resolution and a roll-call vote. The Board requested item **21.A** be added so the “full” Board can waive the 30 day term with an action item. Hearing no community comment Dr. Smart moved and Ms. Reed seconded the motion to accept the MTHCD Policies and Procedures as amended. The motion passed with a 5-0 roll-call vote. Mike Dean will make the necessary changes and present to the Board for approval at the May meeting. Once the Policies and Procedures are approved the by-laws will be retired.

 B. HFS Proposal regarding fair market value of current lease and management agreement with additional capital planning assistance with real estate analyses for Angels Camp and Valley Springs Projects: Action: David Robeson, Managing Director of HFS described the scope of work he is proposing to do for the District considering the issues of the lease agreement going to a vote in 2016 and to expire in 2019, the management agreement; plans to purchase and developed the VS clinic(s): the Angels Camp land / lease sale and the MTMC restricted fund.

 Mr. Robeson explained fair market value as what a hypothetical buyer might be willing and able to buy in an open unrestricted market taking into consideration income streams, costs to reproduce and the market.

While some projects can have cost occurring for out-of-scope work Mr. Robeson didn’t see that in this case due to the time constraints. Therefore he expects his firm’s services not to exceed $30,000. His firm has no conflict of interest with Dignity. The cost of services will include presentation to the Board (usually 3) and one for the public. He anticipates a 6-week time frame. Dr. Smart moved to accept the proposal seconded by Mr. McInturf. The motion passed 5-0 with a roll call vote. Mike Dean requested that a formal engagement letter be provided.

**8. MTHCD Reports:**

 A. ACHD March Update: Ms. Reed reported seeing 4 bills in progress at the ACHD April 13th Legislation Day in Sacramento. Ms. Reed is the only Board member attending the ACHD Annual Meeting in May.

 B. Executive Director Report:

* Health Care District Month is May. Suggestion was made to consider having a MTHCD information table at community events.
* Sierra Lode Star Fit Family: Mr. Doss reported the Sierra Lode Star featured our current (updated) ad in the Fit Family. Soon the District will have a new ad with a new format to kick off the marketing campaign leading up to the 2016 election. It will be reflected in the new budget.

 C. Presidents Report: Dr. Oliver mentioned the need for some of the Board members to review their AB 1234 Training (Conflict of Interest).

* MTMC Corp. Board Letter Series: Dr. Oliver has not gotten a reply from either of the two letters addressed to the MTMC Corp Board so a third letter will be going out in the next few days. Mr. Doss stated the MTMC Corp Board will meet next week.
* Strategic Plan 2015: Ideas were discussed on how to accomplish the plan. Dr. Smart suggested that the most recent community needs health assessment be used as a primary document and that the planning session start with a review of that document. Ms. Reed would like to see it done before finalizing the budget. The Board didn’t see a need for a motivational speaker but rather spend that time to accomplish the needs of the strategic plan. Mr. Doss will work towards June 24th as a possible all day strategic plan session.

Dr. Oliver and Mr. McInturf will be selecting finalist for the Calaveras and Bret Harte High School scholarships on Friday.

 D. MTMC Corp. Board: Craig Marks and Chris Roberts couldn’t attend today’s meeting. The MTMC Corp Board will meet next week.

**9. Ad Hoc Committee Reports:**

 A. Real Estate

* USDA loan update: Mr. Doss reported the District is in very good shape. The pre application is done and the Board should hear in 1-2 weeks about it going to the next level. Umpqua is excited for the project and has worked with USDA before on a Calaveras County Water District project (CCWD).
* Valley Springs Project update: Mr. Doss reported the Planning Dept. meeting went great and of the $50k appropriated to spend for the project approx. $5k has been spent. $2,500 was spent on a biological study that is time sensitive. Another $1,200 has been put into escrow at Calaveras Title for an official search which is going well. The Board should have results by the end of the week.
* Commercial Property Purchase Agreement and Joint Escrow Instructions:
* Calaveras Title: Action Mr. Doss presented the Commercial Property Purchase agreement which the Board had first reviewed in Dec. 2014. He recapped the 14 (+/-) acres has a rental home on the property and a 90 day relocation notice and assistance would have to be afforded the family.

 Should the Board move to accept the Commercial Property Purchase Agreement from seller, Marvin Stark, it would require a deposit of $44,500 to start the escrow process.

 The purchase agreement includes addendum No. 2 prepared by the Meyers/Nave Law Firm. The Board requested another contingent be added to protect the District in case a loan is not attainable for the project. Mike Dean will see to the added contingency.

 Ms. Reed moved to accept the agreement and Dr. Smart seconded the motion. The motion passed 5-0 by a roll-call vote.

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B. Public Funds Request: Ms. Reed / Mrs. Radford will continue working on this.

* Board Policy Regarding 501 (c) 3:

C. Lease Review: Mike Dean commented that the ad hoc committee has gone through the lease and noted issues. Other members of the Board should do the same. He also stated the MTMC Corp Board is required to get Dignity Health approval due to language in the MTMC Corp Board bylaws which language has been in the bylaws for some time.

**10. Study Session Topics:** None

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

 Dr. Oliver would like the following; a status report about the EMT Course and the Health Fair. He also requests Ms. Reed be added to the monthly financial meeting.

 Ms. Radford requests the Valley Springs project be “green” and while solar may be a cost up front it pays in the end.

**12. Closed Session:** (none)

**13. Reconvene to Open Session:**

1. Report of Action (if any) taken in Closed Session: (none)

**14.** **Next Meeting:** Wednesday, May 27, 2015

**15**. **Adjournment:** The meeting was adjourned at 10:17am by a motion from Mr. McInturf and seconded by Ms. Reed. The motion passed with a 5-0 vote.

Approved by the Board on May 27, 2015

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President, Peter Oliver, MD Secretary, Lin Reed