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**Meeting of the Board of Directors  
Wednesday March 28, 2018  
7:30 am  
Mark Twain Medical Center Classroom 2  
768 Mountain Ranch Rd,  
San Andreas, CA**

## **Un - 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:**

The meeting was called to order by President, Lin Reed at 7:34am.

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

Present for roll call was Lin Reed, MBA OTR/L; Ann Radford, FNP; Susan Atkinson, MSW; Debbie Sellick, CMP and Talibah Al-Rafiq.

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

Ms. Al-Rafiq: Item 7. A. should read February Financials.

Ms. Atkinson moved to approve the agenda as amended. Ms. Al-Rafiq provided her second and the motion passed 5-0.

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

Hearing none.

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

Dr. Smart: Resolution 2018-04 doesn't need a roll call vote so can stay on the consent agenda.

##### **A. Resolution 2018-04:**

- **Resolution 2018 - 04 Planned Development Application:**

## **B. Correspondence:**

- Chamber of Commerce Renewal of Membership - Thank you:

## **C. Un-Approved Minutes:**

- Un-Approved Finance Committee Meeting Minutes – January 10, 2018.
- Un-Approved Finance Committee Meeting Minutes – February 14, 2018.
- Un-Approved Meeting Minutes – February 28, 2018 Board Meeting.
- Un-Approved Meeting Minutes – March 9, 2018 Board Meeting.
- Un-Approved Meeting Minutes – March 10, 2018 Board Meeting.

Ms. Atkinson moved to approve the Consent Agenda. Ms. Sellick provided her second and the motion passed 5-0.

Dr. Smart: Resolution 2018-04 will be delivered to the County today.

## **6. MTHCD Reports:**

### **A. Presidents Report:**

Ms. Reed: Referenced today's webinar (1pm) relative to the Grants webinar from last week which is being considered in the assembly.

- **Association of California Health Care Districts (ACHD):**

Ms. Reed: Will be attending the ACHD Legislative Days Conf. in Sacramento (Apr 16-17).

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

- **Strategic Planning Meeting – March 9 -10, 2018:**

Dr. Smart: The meeting went well with lots of participation. What came out of it will be brought to future Board **meetings as action items or directions.**

- **iPad/Granicus/Study Session for May:**

Dr. Smart: Researched how iPads might be a benefit to the Board. He found software that can enhance the agenda process and facilitate preparing the minutes. He reviewed other software programs and found Granicus is used by 3,500 public agencies and allows the public who cannot attend Board meetings to still have input. He will reach out to ACHD and other agencies to see how the software works for them. He suggests having a Board study session in May.

Ms. Atkinson: Liked the idea the software would cut back on work, support the Brown Act and be an outreach to the public.

- **USDA Distance Learning Grant:**

Dr. Smart: The awarded amount (\$100k) was split with the Corp. Board who gets half (\$50k). The March 16 deadline was met to redefine the scope of the grant. The money can only be spent on equipment and telehealth. The money needs to be spent by Sept. 2018.

- **Form 700:**

Ms. Stout: California Fair Political Practices Commission Requires an annual Form 700 be filled out by those elected, appointed officials, some employees and others per Govt. Code Section 87200. This applies to all MTHCD Board members and staff. The forms are filed in house. All are current except one. The due date is April 2<sup>nd</sup>.

- **AB 1234 Training:**

Ms. Stout: The Brown Act and Fair Political Practices Commission requires Ethics Training (AB1234) be completed every 2 years. It covers laws relating to “perks and gifts of the office, government transparency laws and laws relating to fair processes and general ethical principles. The MTHCD Board and staff are required to take the training and are all current.

#### **D. Corp. Board Report:**

Ms. Reed: The MTMC had a good month financially, the EBITDA (earnings before interest taxes depreciation amortization) was good, census was up, and the clinics were well staffed. A new surgeon is expected to come on board by June.

Ms. Atkinson: Mr. Silberstein visited the Corp. Board meeting to explain how the new 30-year lease would work. The Angels Camp Clinic is pending an Angels Camp building permit. Currently they only have a conditional use permit.

### **7. Committee Reports:**

#### **A. Finance Committee:**

Ms. Atkinson: Along with Ms. Radford will meet regarding the 2018-2019 Budget process which will reflect different needs considering the new lease. The Executive Director sent each of you a request for your input in the budget process and are due by April 13<sup>th</sup>. Mr. Krieg’s office will be glad to assist.

- **Recommendation for Approval of February 2018 Financial Statements: Action**

Mr. Krieg: The District had a loss of \$27k for the month due to consultant costs. The Minority Interest decreased (approx.) \$6k versus a budgeted loss of (approx.) \$24.5k.

Ms. Al-Rafiq moved to approve the February Financial Statements. Ms. Radford provided her second and the motion passed. 5-0.

Dr. Smart: Mr. Krieg has created a draft dashboard of the District’s finances which will go to the April Finance Committee meeting then to the April Board meeting.

Dr. Smart: Rebecca Callen, Calaveras County Auditor/Controller, has agreed to attend the April Finance Committee meeting to give the Committee a better understanding about the reports she send to the District each month. He encouraged Board members to attend for information.

- **Update on Audit RFP process:**

Ms. Atkinson: There was a meeting that included Dr. Smart, Mr. Krieg and herself to summarize their review of the 5 proposals received. There was a consensus on one that will be brought to the April Board meeting.

- **Update on pending Accounting Services RFP:**

Ms. Atkinson: Currently the District has an agreement with Tribble and Ayala to handle the payroll procedures. The remainder of the District accounting services is contracted through Mr. Krieg's office. That contract will not continue into the new lease. In planning ahead for future accounting services the District wants to look and advertise locally as well as through CSDA or an RFP.

- **Update on Investment Policy:**

Ms. Atkinson: The new investment policy is coming along. She has retyped it and Dr. Smart has it and will review it for the April Finance Committee Meeting.

- **Update on search for Finance Committee Community Member:**

Ms. Atkinson: Staff sent out an ad for the Finance Committee Community Member.

Dr. Smart: Suggested everyone invite those that are qualified in their community to apply.

- **Budget Planning for FY 2018-2019:**

Ms. Atkinson: Requests all input be sent in by April 13<sup>th</sup>.

- **Mileage/Travel Expenses for Reimbursement Monthly:**

Ms. Atkinson: Reminded everyone to turn in their reimbursement claims each month. Past practice was quarterly or annually and that's having an adverse impact on the budget.

### **C. Ad Hoc Ballot Education Committee:**

Ms. Reed: The Committee has been meeting frequently. Dr. Smart's list of educational speaking engagements will be updated and sent so each Board member can choose which ones they can attend. The latest addition is the MTMC Volunteers.

Ms. Atkinson: Made the arrangements to add educational speaking engagements for Moke Hill, West Point / Wilseyville. The Corp. Board will be doing billboards, flyers and yard signs to get the Measure A word out.

The Board: Discussed that Dr. Smart is out there educating as many as he can. The employees and public are asking when they will see ad/billboards from MTMC? The concern is if the information is getting out there soon enough considering the ballots will be mailed on May 7<sup>th</sup>.

Ms. Atkinson: Statistically 80% of the votes are by mail and 50% of those vote from May 7-14.

Ms. Radford: The information should have rolled out on the heels of the District's vote and already be in all the clinics.

Ms. Atkinson: She and Ms. Reed have been told education of the public on Measure A had to go to Dignity legal and Dignity-hired experts have start-dates and say they work.

#### **D. Ad Hoc Grants Committee:**

- **Update on Sponsorships and Scholarships:**

Ms. Radford: She and Ms. Sellick are reviewing the CHS and Bret Harte high school scholarship applications.

- **Grant Application: Action**

Dr. Smart: Reviewed the summary item sheet (pkt. pg. 55) and that plans were being made to invite those awarded to a reception at the April Board meeting at which time the names would be announced.

Ms. Atkinson moved to approve the Grant Committee's recommendation. Ms. Radford provided her second and the motion passed 4-1.

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

- **Update on Valley Springs Clinic:**

- **Resolution 2018 - 05 VS Rural Health Clinic:**

Dr. Smart: Resolution 2018 – 05 (pkt. pg. 56) is in support of the USDA letter of conditions i.e.: proper consultants and assistance have been secured, a budget and operation plan will be done.

Ms. Atkinson moved to approve Resolution 2018-05. Ms. Sellick provided her second and it passed 5-0.

- **Architect:**

Mr. Van Lieshout: Passed out the VS Med Center timeline (3-27-2018) stating it was a snap shot of the events to come. The clinic plans are at the County. They are outsourced so can expect in about 20-30 days to get a list of comments for the Architect to answer. His answers to questions is as follows: The project is public funded, and the bid process will be advertised locally twice in two local papers as well as in the plan houses. It is rare to see locals be able to bid. It is possible to see local subcontractors for some of the site work. Aug 23 is a projected start date and there will be time for the Board to have a public ground-breaking event.

- **USDA Loan:**

Dr. Smart: USDA has agreed to loan for the construction and the take-out loan. This will save the District \$130k.

- **RHC Operations:**

Dr. Smart: The clinic has to work with the Corp. and the hospital, so he will be discussing how to best do that with Mr. Roberts, MTMC, CFO.

- **Budget:**

Dr. Smart: Is working on the clinic budget.

- **Dental:**

Dr. Smart: There aren't many local places to get Medical dental care so most go out of the County. The thinking is to provide dental care and the family will seek more care locally. Aspen St. Architects will be designing a dental pod of 3 dental chairs for the VS Clinic.

- **Opinion of Probable Costs:**

Mr. Krieg: Of the total \$1.3 million spent. \$900k is for the land and \$400k is for architect and legal fees. He will create a method to track the budget showing over, under and changes as they occur.

- **Phase II:**

Dr. Smart: Phase II refers to the remaining acreage not needed for the VS Clinic. The Committee has been approached by different organizations with ideas on how to develop the parcel(s). Yesterday the Committee met Ron Regan and Fleta Herndon who operates 5 such establishment in Amador County.

Ms. Reed: Mr. Regan was very informative, and she learned a lot. He will send his proposal to the District.

Ms. Al-Rafiq: Has been in contact with the president of marketing for Welbe Health Interest who is working on a Stockton site due to open soon. They provide service for Senior. health and in-home care consulting, Medicare, Medical and case management. It is a Medical program as many can't afford long term care.

## **8. Board Comment and Request for Future Agenda Items:**

### **A. Announcements of Interest to the Board or the Public:**

Ms. Al-Rafiq: Requested Phase II be added to future agendas.

## **9. Next Meeting:**

### **A. April 25, 2018**

10. **Closed Session:** None

11. **Reconvene to Open Session:**

A. Report of Action taken (if any) in Closed Session: None

12. **Adjournment:** Action:

Ms. Atkinson moved to adjourn the meeting at 9:03am. Ms. Sellick provided her second and the motion passed 5-0.