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**Meeting of the Board of Directors**

**Wednesday February 28, 2018**

**7:30 am**

**Mark Twain Medical Center Classroom 2**

**768 Mountain Ranch Rd,**

**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:**

The meeting was called to order by President, Lin Reed at 7:32am.

**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. Radford moved to approve the Agenda. 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.**  **Correspondence:**

* Thank you from the Campana Family (1-26-2018).

**6. Consent Agenda:** Action

* Un-Approved Meeting Minutes – January 24, 2018 Board Meeting:
* Un-Approved Finance Committee Meeting Minutes – January 10, 2018:

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

**7. New Business:**

* **Resource Connection: Children’s Advocacy Center Agreement:**

Dr. Smart: The Resource Connection would like to rent the 1934 Highway 26, Valley Springs, CA 95252 property to run a Children’s Advocacy Center. The program is a California Based 501(c) 3 Non-Profit Organization with a business address of P O Box 919 San Andres CA 95249. The program provides benefits to children and meets the District’s mission, so the Board is being asked to rent the property at below-market value which requires a resolution. Ms. Kelli Coane will be running the program and she has the support of her Board and her legal has approved the agreement.

Staff was asked to inquire about the cost to raise the liability insurance to $2million from the standard $1milliion.

Ms. Coane: Has plans to add fencing for the safety of the children and to invite the Board to an open house probably in May. To promote the partnership the District’s logo will be included in their signage.

Ms. Toepel, Common Ground: Thanked the Board for providing this opportunity for this program because non-profits struggle to find affordable space to rent.

* **Resolution 2018-03 Action by Roll Call Vote:**

Ms. Al-Rafiq moved to consider Resolution 2018-03. Ms. Radford provided her second. Ms. Reed called for a Roll Call Vote. Ayes: Ms. Radford, Ms. Atkinson, Ms. Sellick, Ms. Al-Rafiq and Ms. Reed. Noes; None: Absent; None: Abstain; None. (5-0)

**8. MTHCD Reports:**

 **A. Presidents Report**:

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* New Standing Policy Review Committee:

Ms. Reed: Has seen a need to have a Policy Review Committee with the passing of AB 1728 and the ACHD re-certification coming due in April 2019. Considering those needs she asked Ms. Atkinson and Ms. Al-Rafiq if they would be willing to participate. Both agreed to serve on the Ad Hoc Policy Review Committee.

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

Dr. Smart: Just attended an ACHD training and found it very educational. The big issue across California is the seismic cost that have the potential to close even more hospitals. More ACHD webinars will be offered and a member-only access is being set up to encourage networking.

Ms. Reed: Having served for many years on the ACHD Board is still learning. She especially appreciates the networking.

 **B. Executive Director Report:**

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

Dr. Smart: Strategic Planning is probably the most important function for this organization as it moves forward becoming a new entity and maybe even having a new name. The planning is scheduled for 8am Friday March 9th and 8am Sat March 10th. Aspen Street Architect has offered their conference room for the event.

* **USDA Distance Learning Grant:**

Dr. Smart: The grant total to be received is $100k with a 50/50 split between the District and MTMC. The funds need to be spent on equipment prior to Sept. of this year.

* **VMG Health Invoice**: Action

Dr. Smart: For the district to get the lease agreement on the June 5th ballot a fair market value assessment had to be done. VMG Health (TX) was contracted in Jan. at $50k but ended up working nights and weekends to complete the task on time. The final invoice was $124k. When District attorneys were consulted it was felt VMG had earned the additional amount and did a fantastic job. The additional $74 was not budgeted however funds earmarked as campaign funds have now been released back into the budget.

Ms. Reed: Attested to the excellent job VMG did and confirmed they had to work up to the 11th hour.

Ms. Radford: Agreed the outcome proves the value and moved to approve the payment of $74k to VMG. Ms. Atkinson provided her second and the motion passed 5-0.

* **Perspectives from ACHD Leadership Meeting**:

As noted earlier under the heading of ACHD:

 **C. Corp. Board Report**:

Ms. Reed: Reported the hospital had the best month of the last 12. The clinics were fully staffed. Over 1/2milliion dollars had been saved in costs. The hospital had received the provider fee which gives them an additional $300k/month going forward. The census had been double digit. The SOMO building is fully renovated and awaiting the survey. Patient satisfaction is up.

Mr. Diehl: The huddle report tells the number of transfers and where the patient goes. He wants to encourage the clinics to keep the patients local.

Ms. Atkinson: The local union was to have an informational picket, but it was called off with a pending agreement. Randel did a poll on what is important to the locals. The billboards will be local instead of the Dignity generic ones. MTMC is the best kept secret with a focus on the 3-star rating. The staff and employees were providing ideas on how to make savings.

Dr. Smart: More needs to be done explaining the positives of a Critical Access Hospital.

**9. Committee Reports:**

 **A. Finance Committee**:

* **Recommendation for Approval of January 2018 Financial Statements:** Action

Mr. Krieg: January is when the first tax apportioned comes in and it’s 55% of the expected total for the year. The next payment will be in May at 40%. The County figures are accurate so easy to adjust the figures which are up (+/-) $150k this year over last. The expenses were a bit higher as expected in the consultant’s category i.e. VMG, Gary Hicks and Sue Cosgrove of HealthCare Financial Consultants.

Ms. Atkinson moved to approve the January financial statements. Ms. Al-Rafiq provide her second and the motion passed 5-0.

Ms. Radford: Attended a local training and learned Board members should keep their Board business separate from their private business. She requested staff investigate purchasing iPads for Board members and staff. She’d like to see the District policies, Board meeting pkts. and calendar be loaded on each device to minimize the use of paper.

Ms. Al-Rafiq: Agreed if for Wi-Fi use only as it is costly to have a phone plan for each device. It isn’t necessary to have a phone plan as Board members don’t usually talk but do text.

Ms. Atkinson: That would be an out-of-budget expense. She also understands there might be a government discount of $20 ea. Maybe even an education discount.

Dr. Smart: To investigate cost, service contracts for broken or lost devises and bring back to the March 28th meeting.

* **Policy 15: Travel Expense Statement – Reimbursement**: Action

Ms. Atkinson: Clarified some items included in the newly presented Policy 15; item B. 5 (pkt. pg. 69) will read “reimbursement will be allowed for days going to and from an event but will not include days added on for the benefit of a vacation”; the idea of “Timely Filing” reimbursement claims (item 2 pkt. pg. 70) is for the benefit of budgeting. It is difficult to budget when reimbursement requests are held for more than three months.

Ms. Sellick moved to approve Policy 15 as amended. Ms. Al-Rafiq provided her second and it passed 5-0.

* **Policy 28: Finance Committee Community Member**: Action

Ms. Atkinson: Policy 28 is new and will provide for a third person (volunteer) at the Finance Committee table as a voting member. The appointed person would be expected to abide by the confidentially and conflict of interest provisions as well as submit a Form 700. The applicant would be required to possess a BA and ideally would have a master’s degree. The appointed person would not sit at the Board table but would be expected to attend the Board meetings.

Ms. Radford: The term of office is for 3 years to provide continuity for the Board members whose terms are 4-years.

Ms. Radford moved to approve Policy 28. Ms. Sellick provided her second. The motion passed 5-0.

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

On Feb. 13, 2018 the **Calaveras County Board of Supervisors’ passed Resolution No. 20180213r017** Ordering a Special Election Allowing the Mark Twain Health Care District to Submit a Measure to the Voters and Consolidating Said Election with the June 5, 2018 Statewide Primary Election (pkt. Pg. 12-13).

Ms. Reed: Ad Hoc Ballot Education Committee is new. On Monday, Feb. 26th the Ballot argument was delivered to the Elections’ Office so it’s time to start educating the community on Measure A that will appear on the June 5th election. Authors signing the signature statement are Lin Reed, President of the MTHCD; Dr. Dean Kelaita, Community Physician; Brent Harrington, Former Calaveras County Admin Officer, Greg Jordan, Pres. Mark Twain Med Center Foundation and Dr. Benedicto Estoesta.

 **D. Ad Hoc Grants Committee:**

* **Update on Sponsorships:**

Ms. Radford: She and Ms. Sellick are reviewing the CHS Senior Applications for a laptop. She will present at the Bret Harte ceremony and Ms. Sellick will present at the CHS ceremony.

* **Update on Grant Applications and Sponsorships**:

Ms. Radford: Policy 23 was updated, and applications are coming in. The deadline is March 9th.

 **E. Ad Hoc Real Estate**:

* **Update on Valley Springs Clinic:**
* **Contract: CHW LLP-RHC Operational Consultant**: Action

Dr. Smart: Kelly Hohenbrink is with CHW, LLP and is an operational consultant that came to be interviewed by the Ad Hoc Real Estate Committee.

Ms. Reed: The District needs expertise and she learned a lot along with Dr. Smart at the ACHD training by visiting with Jerry Star, CEO who had used Mr. Hohenbrink with a good outcome. He is highly recommended.

Ms. Al-Rafiq: Met Mr. Hohenbrink and there is so much to do it make your head spin. There is so much to do in advance before opening the doors. He is easy to talk to.

Dr. Smart. The expense is non-budget and will not be reimbursed by USDA, so it will be an operational cost. We end up paying but can capture the cost later.

Chris Roberts, MTMC CFO: The cost capture is only for Medicare so not at 100%.

Dr. Smart: The engagement letter needs to have paragraph number 2 corrected and the advance is for $8k.

Ms. Toepel: Thought there was a huge gap between the hourly of $105 and $205 and the engagement letter should have a 30-day out.

Ms. Radford moved to approve the engagement with CHW as amended. Ms. Al-Rafiq provided her second and the motion passed 5-0.

* **Architect**:

Dr. Smart: Aspen Street Architect has scheduled to deliver the VS Clinic Plans to the County Planning Dept by March 5th. The Team meets regularly on the first and third Wed of each month.

* **Opinion of Probable Costs:**

Mr. Krieg: Noted no change for this month.

* **Operational Plan**:

Dr. Smart: Reflected on the clinic of the future in Elk Grove and how they used movable furniture and a kiosk like you would find at the airport. The staff works within the core of the clinic and the patients enter and exit exam rooms on the exterior portion of the clinic.

Ms. Reed: The VS Clinic plans are far enough along that major changes are not practical however some pieces can be changed such as the check in and check out can be reduced to just checking in. All follow-up appointments and directions can be accomplished before the patient leaves. No more stopping at the counter to wait for an employee to get off the phone to assist. She also liked the electric color coded key pad that will replace the paddles above the door to give providers and staff direction.

Dr. Smart: Described the redesigned exam table that is more like a chair and can be raised 5 ft off the floor. It weighs the patient and has a blood pressure cuff. All the information will auto populate the EHR so reduces staff time and errors.

 **F. Ad Hoc Personnel Committee**

* **Executive Director Agreement:** Action

Al-Rafiq: Introduced the final draft of the Executive Director agreement stating (pkt. pg. 77) There will be no vacation or holidays however the sick leave is by California State law.

Ms. Atkinson moved to approve the agreement and Ms. Al-Rafique provided her second. The motion passed 5-0.

* **Personnel Manual**: Action

Ms. Reed: Thanked Ms. Al-Rafiq for all the work she put into the final draft of the Personnel Manual.

Ms Radford moved to approve the Personnel Manual. Ms Atkinson provided her second and the motion passed 5-0.

Ms. Sellick: When the time comes to hire additional employees, she’d like staff to research any possible priority that may be given to veterans.

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

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

Ms. Radford: Has been working with a PA student from the UOP program at the Arnold Clinic and reports the student is well trained and smart. It’s too bad the student plans to move to Monterey when her training is complete however at that time another student will be rotated into the Arnold Clinic.

Ms. Stout: Updated the Board on the time-line for the new District Web page to go live. Initially it was to switch over in late Jan. The delay has been the merger of motherlode internet with Cal-Net. The web designer has been pushing to make the move happen and we anticipate it will take place anytime now.

Dr. Smart: Will be speaking at different locations around the County. A list of those dates will be provided for the Board, so they can sign up and attend.

Ms. Atkinson: Will organize a speaking engagement for West Point, Wilseyville, Rail Road Flat area.

Dr. Smart: The next Finance Committee meeting is March 14th in Classroom 5 starting at 9am. He invited the Board to sit in explaining they wouldn’t have a voice but could see what goes on at the meetings. At a future Finance Committee meeting Rebecca Callen, County Auditor/Controller, will be attending to explain the report she sends to the Committee each month.

**11.** **Next Meeting:**

1. March 28, 2018.

**12. Closed Session:**

 **A**. Public Employee Performance Evaluation (Govt. C. sec. 54957). Title: Administrative Assistant.

Dr. Smart: Requested at 9:54am Ms. Stout leave the room, so the Board could discuss her performance evaluation.

**13. Reconvene to Open Session:**

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

Upon Ms. Stout’s return the Board expressed gratitude for her excellent performance and announced she would have a new title (Executive Assistant), a 2%/hour pay increase and her vacation would be increased to 60 hours a year.

**14.** **Adjournment:** Action**:**

Ms. Al-Rafiq moved to adjourn the meeting at 10:56am. Ms. Sellick provided her second and the meeting was adjourned at 10:56am.

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Ann Radford, Secretary