



Special Meeting of the Board of Directors
Saturday June 17, 2017
8:00 am
Mark Twain Medical Center Education Center - Classroom 5
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:

Lin Reed, President called the meeting to order at 8:06am

2. Roll Call:

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

3. Approval of Agenda: Action

Ms. Atkinson moved to approve the agenda. Ms. Radford seconded the motion and it passed 4-0.

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

No public in attendance so hearing none.

5. Closed Session:

The Board moved into closed session.

A. Personnel matter pursuant to Government Code Section 54957, District Executive Director position.

B. Conference with Real Property Negotiators, Government Code Section 54956.8. Property: San Andreas Medical Office Building 704 Mt. Ranch Road, San Andreas, CA; Agency Negotiator: Lin Reed, President Chair of the Board. Under Negotiation: terms of lease.

Reportable action taken in closed session:

Ms. Reed: Declared the Board back in open session at 12:11pm with reportable action as follows:

Ms. Atkinson moved and Ms. Radford seconded the motion which passed 4-0 to select Dr. Smart as the top candidate for the Executive Director position and directed the Ad Hoc Committee to negotiate with Dr. Smart.

6. Adjournment:

Ms. Atkinson moved to adjourn the meeting at 12:12pm. Ms. Sellick provided a second. The motion to adjourn passed 4-0.



Regular Meeting of the Board of Directors
Wednesday June 21, 2017
7:30 am
Mark Twain Medical Center Classroom 2
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 7:32am.

2. Roll Call:

Present for roll call was Lin Reed, MBA OTR/L; Ann Radford, FNP; Susan Atkinson, MSW and Debbie Sellick CMP. Dr. Randy Smart had resigned effective June 5, 2017.

3. Approval of Agenda: Action

Ms. Radford moved to approve the agenda. Ms. Atkinson provided a second and the motion passed 4-0.

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

Hearing None.

Ms. Reed: Introduced (audience) Karl Silberstein, Senior Vice President, Financial Operations at Dignity Health, as a team member on the negotiations team.

Ms. Reed: Introduced Michael Roth (audience) of Paschal / Roth Public Affairs, Inc. which is a Sacramento firm that does ACHD training (pkt. pg. 32-35). Mr. Roth introduced (audience) Sarah Jimenez, Senior Strategist.

5. Consent Agenda: Action

- Un-Approved Meeting Minutes for May 24, 2016:

Minutes – June 21, 2017 MTHCD Special Board Meeting – Approved -----

- Correspondence:
 - Doris Barger June 12th Golf Outing - Thank you (5-18-2017)

Ms. Radford moved to approve the Consent Agenda with one change. The Minutes date should read 2017 instead of 2016. Ms. Atkinson provided her second to the amended Consent Agenda. The motion passed 4-0.

6. **MTHCD Reports:**

A. Presidents Report:

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

Ms. Reed: Chaired the ACHD Education Committee and mentioned a list will be out in July of webinars that are free to members. The District is a member.

Ms. Reed: Sept. 12-14 all the Board members plan to attend the ACHD annual conference in San Diego. Next year the annual event will be at the Cliffs in San Luis Obispo.

Ms. Reed: Several Board members plan to attend the July 13th ACHD Wellness Summit in Sacramento. The Summit is in collaboration with the great model of Stanford Health Improvement Program and Well for Life Program.

Ms. Reed: ACHD is also calling for nominations for Trustee of the Year and District of the year. In addition, she encourages members to sign up to serve on any of the 4 ACHD Committees i.e.: Education; Advocacy; Governance; or Finance.

- **Ad Hoc Committee appointments –Board Confirmation:** Action

Ms. Reed: With the resignation of Dr. Smart (6-5-2017) his position on the Ad Hoc Lease committee became vacant.

Ms. Radford moved to appoint Ms. Atkinson to the position. Ms. Sellick provided her second and the motion passed 4-0.

B. Corp. Board Report:

Ms. Reed: The MTMC Corp. Board has not met since the District's last meeting however suggested everyone refer to the CEO June 2017 Highlights (handout).

Mr. Diehl: The MTMC Foundation Board had just met. He's working on consultant engagements to get assistance in clinic billing and coding, efficiency through discharge and curtailing the appointment backlog. He anticipates patient experience training in late July-Aug. Dr. Lonnie Smith has been working on recruitment. He has also signed a UOP contract to assist a PA program beginning in Feb. He anticipates getting 7 students to rotate (free) for one year which could lead to future hiring possibilities.

7. Committee Reports:

A. Ad Hoc Personnel Committee:

- **Letter of Resignation (effective June 5, 2017) from Dr. Randy Smart - Board Member and Secretary:**

Ms. Reed: Thanked Dr. Smart for his service on the Board stating he is already being missed. Since the District is ready to move toward a permanent executive director a draft job description was prepared for the Board's consideration.

- **Recommendation to Approve Draft Ex. Dir. Job Description:** Action

Ms. Radford moved to approve the Job Description as presented. Ms. Sellick provided her second and the motion passed 4-0.

- **Recommendation to Hire Permanent Executive Director:** Action

Ms. Reed: Read into the record the Ad Hoc Personnel Committee Report which outlines the process used to bring a recommendation to the Board to employ a permanent executive director as follows:

AD HOC PERSONNEL COMMITTEE REPORT TO THE MARK TWAIN HEALTH CARE DISTRICT BOARD

EXECUTIVE DIRECTOR POSITION

1. As directed by the Board, the Committee implemented a search process after consulting with HFS Wipfli and legal counsel.
2. Advertisements were placed on the District website, Valley Springs News, Calaveras Enterprise and Union Democrat newspapers, the pinetree.net; indeed.com; mymotherlode.com; KVG radio; KVML radio; Calaveras Business Center; Calaveras County Chamber of Commerce. Also placed an ad for the ACHD website.
3. 9 candidates applied. The Committee screened and recommended the top 4 to the Board to interview. Interviews were held on June 17th with all 4 Board members present. The Board then directed the Committee to negotiate with the top candidate - Dr. Randy Smart - and bring the final candidate to the June 21st meeting to consider for final approval for appointment including pay, in public session.
4. A review of 5 similar positions – CEO / Executive Director of community based health care districts resulted in a pay range of \$200,000 – 250,000 (full time) per yr. plus benefits. The Committee, with Board approval, recommended a rate of \$100 hr.
5. Dr. Randy Smart has accepted the part time (20 hrs. per wk.) ED position at a pay rate of \$100 hr. / \$ 104,000 per year, subject to the Board's final approval and an employment agreement (legal counsel to draft). This is an employee position not an independent contractor position. No benefits will be provided with the exception of the 3-day paid sick time mandated by CA law.

Submitted by:

Lin Reed and Susan Atkinson
Ad Hoc Personnel Committee

6/21/17

Ms. Reed: Called for public comment. Hearing none.

Ms. Radford: Dr. Smart has the skills and knowledge so she enthusiastically moved to hire Dr. Smart part-time at \$100/hr. with no benefits except as provided by law. Ms. Sellick provided her second and the motion passed 4-0.

Ms. Reed: The previous interim Ex. Dir. positions were paid as a contract. One of the test to qualify as an independent contractor when reporting to the attorney general is if the person has other clients. Since Dr. Smart has no other clients he will be hired as an employee.

Ms. Reed: Welcomed Dr. Smart into his new role and invited him to join the Board members at the table.

Dr. Smart: Thanked Ms. Reed for her invitation to join the Board. He then apologized to everyone for the disruption of having to resign as a Board member but he felt the need to follow the law. He complimented the Board for their stellar process (above) in selecting a permanent executive director. While he enjoyed being a Board member he has now stepped into the position of Ex. Dir. which is advisor so will be working for the Board and is available to begin his assignments today. He's very excited to be a part of the team.

- o **Election of Officers: Action**

Ms. Reed: Referenced Policy No. 4 Officers of the District and their duties (pkt. pg. 29-31). With Dr. Smart moving from Board member and Board Secretary to Ex. Dir. nominations are open to elect someone into the office of Secretary.

Ms. Radford volunteered herself as a possible candidate for the office of Secretary. Ms. Sellick moved to elect Ms. Radford as Secretary. Ms. Atkinson moved to second the motion and it passed 4-0.

Ms. Reed: With the empty Secretary office now filled. Ms. Radford's Treasurer office is now vacant.

Ms. Radford nominated Ms. Atkinson as Treasurer. When Ms. Atkinson accepted the challenge Ms. Sellick provided a second and the motion passed 4-0.

- o **Presentation by Michael Roth and Sarah Jimenez:**

Mr. Roth: Of Paschal-Roth Public Affairs, Inc is based in Sacramento and trains leaders on how to engage with the public. His firm has worked all over the state. He sees the MTHCD has a stellar reputation in the community and was asked to prepare a proposal. A plan would come later after there is an understanding of what the communication needs are and what is important. There would be a public message opinion poll done to see where the community is on care issues. A media plan would be put together. Any paid media campaign is dependent on timing which comes later. A strong public education campaign is important.

Ms. Reed: The District is in the process of needing a new lease with the existing partner, a new partner or going independent. The lease goes to the voters so would

need written language and the public to be educated as well as training for the Board.

Dr. Smart: How do you differ in the training from urban to rural? How do you use social media?

Mr. Roth: While working with ACHD his firm has been able to get experience with rural areas. The message is the same but the public opinion poll will determine what's important. He refers to social media as organic i.e. Twitter or Facebook and they do help. He also considers Google ads if needed. Facebook has demographic options to target certain areas with a specific message. He is aware of the challenges of the community with limited internet or cell services and can do door-hanging if needed.

Ms. Jimenez: It's important to know how people get their news. She works with the social media portion to poll how people get their news. The Board is then trained and empowered on how to use the information.

Ms. Atkinson: Replied to an audience question on how to reach the individual and unique communities? The Board would be trained on presenting town hall meetings specific to each community and its individual culture.

- **Recommendation for Contract with Paschal/Roth: Action**

Ms. Atkinson moved to accept the proposal from Paschal – Roth. Ms. Radford provided a second and the motion passed 4-0. Administrative staff was directed to pursue the contracting and proposal process.

B. Finance Committee:

- **Recommendation for Approval of May 2017 Financials: Action**

Ms. Atkinson moved to approve the May Financial Statements. Ms. Radford provided her second and the motion passed 4-0.

- **Recommendation for Approval of Draft 2017-2018 Budget: Action**

Ms. Radford: Thanked Ms. Atkinson, Mr. Krieg, Mr. Malcoun and Ms. Stout for the long hours spent in preparing the draft budget (pkt pg. 57) brought to the Board as a recommendation. The draft budget includes a total operating income of \$403,714.00

Ms. Atkinson: Draft Budget for 2017-2018 includes the following assumptions; the difference in past Ex. Dir. salary because Dr. Smart's salary will be budgeted as an employee for \$100/hr. at 20 hrs./wk.; funds (\$15k) for June Primary election costs; repairs to the VS rental property which can be removed if the Board decides to not make the repairs; training funds so all of the Board can attend the ACHD training in Sept.; office supplies to cover computers and equipment; travel meals and lodging; funds to proceed with the Paschal – Roth proposal and there is an increase in the budget for legal fees. On the income side; the tax revenue will be a bit higher; the District will continue to be reimbursed for the utilities, the rental income will be zero since the tenant was evicted in May.

Mr. Krieg: Will prepare a balance sheet of the budget for the July Finance Committee Meeting.

Ms. Reed: Called for public comment regarding the 2017-2018 draft budget. Hearing none.

Dr. Smart: Declares it is the best budget in 5 years and reflects the great work from those that worked on it. It is a more user-friendly document.

Ms. Selleck moved to approve the 2017-2018 Budget. Ms. Atkinson provided a second and the motion passed 4-0.

C. Ad Hoc Community Grants:Ms. Radford / Ms. Atkinson

o **Recommendation for Approval of (Draft) Policy # 23: Action**

Ms. Atkinson: Along with Ms. Radford revised Policy No. 23 and created an application form (pkt. pg. 58-61). The idea is to not do a pass through as in the past. The purpose is to start with a clean slate for all grants an sponsorship subject to the application and review making sure it will meet the District's Mission. The budget represents \$200k with a start date of Feb. 2018 to call for all applications then to review and make a recommendation to the Board for approval. The Policy (23) is about building in accountability so the Board will know where the money was used thus requesting 2 reports one at 6 months and an another at the end of the year funds were used. They plan to go out and do unannounced site visits.

Ms. Radford: Along with Ms. Atkinson looked at the policy in a way to be more fair and to reach a larger audience i.e. behavioral health.. The Ad Hoc Committee is presenting a simpler process and expects to see the program expand and to get more groups involved. During the review process the applicant will have to demonstrate how the funds will benefit people directly

Ms. Atkinson: Pink in the night is a good example where it won't be funded automatically because the purchase of light bulbs doesn't benefit people directly. The program would have to qualify in another way showing a direct benefit to people.

Ms. Sellick: Pink in the Night was started to bring awareness to breast cancer in men and women. She'd like to see the program move back to Murphys. She'd like to see more education.

Ms. Reed: Thanked Ms. Radford and Ms. Atkinson for working so hard on the policy.

Ms. Toepel: Pleased Dr. Smart is the new Ex. Dir. because he is local and represents our community. She praised the work done on Policy 23 and for having a simple application. To answer her question, no, funds will not be available for fundraising events which is addressed in Policy 23 Paragraph C. Policy.

Dr. Smart: Will create a flow-chart to compliment the Policy.

Ms. Radford moved to approve Policy No. 23. Ms. Sellick provided her second as amended and it passed 4-0.

D. Ad Hoc MTHCD Ken McInturf Student Scholarship Committee:

Ms. Radford: Had attended the Bret Harte Union High School Awards night (May 24) to present certificates to two students interested in a health care field. It was a fun evening and she was really impressed with the two young ladies who received the District's Certificate to receive a laptop upon proof of registration at a school of higher learning.

Ms. Sellick: Attended the CHS Awards night (May 31, 2017) and was very pleased.

E. Ad Hoc Lease Committee:

- **Update on Quorum Assessment:**

Ms. Reed: Originally it was assumed the Assessment could be shared with the public when complete. Per District's legal it must remain in Closed Session because it could affect the lease negotiations. During the negotiations, everything is private and protected by signed NDAs and must remain confidential. Once the process is completed the Board may get legal approval to go to the public. Currently it's still in draft form.

- **Update on Lease, Evaluation and Negotiations:**

Ms. Reed: Had nothing new to report however the District is still under the NDAs and bound by the confidentiality of the NDAs. Negotiations are on-going and she expects to meet in the near future to introduce Ms. Atkinson to the process.

F. Ad Hoc Real Estate:

- **Update on Valley Springs Clinic:**

- **Opinion of Probable Costs**

Mr. Krieg: The only change since last month was a payment to Aspen St. Architect.

- **Update on Rental Home / Property:**

- **June 9th Special Board Meeting to Tour Home / Property:**

Ms. Reed: Four of the five Board members were able to tour the rental home and property on June 9th. The structure is good, the home has lots of potential but needs a lot of TLC. Options for the Board is to consider keeping the property or to sell it.

Ms. Radford: The home has a lot of potential and she'd like to see if it can provide housing for a mid-level provider.

Ms. Atkinson: The property is zoned commercial and maybe worth more later on. The District doesn't need the money right now so would like to keep it with thoughts for the future especially after the VS Clinic is completed. Money is budgeted to do the repairs

so it could be livable again.

Dr. Smart: Had a conversation with Supervisor Clyde Clapp who suggested the property had a bigger commercial value than the home which had a minimal value. Because of the commercial value he suggested it not be sold but if it was on the market he'd be an interested buyer.

Ms. Sellick: Would like to see the home be transformed into an adult day care center.

Ms. Reed: Today's decision is to keep it or not. If the decision is to keep it then the purpose can be decided later after the repairs are complete.

- **Future Plan for Home / Property: Action:**

Ms. Atkinson moved to keep and fix up the home / property to a decent level. Ms. Radford provided a second and the motion passed 4-0.

Dr. Smart: Will see what the next step will be to get the repairs taken care of.

8. Board Comment and Request for Future Agenda Items:

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

Dr. Smart: Announced the District's new slogan "Your health, Our Mission" which will go on the new District Office sign.

Ms. Reed: Thanked Mr. Diehl for the sign (ordered by MTMC Maint. on 6-22-2017) and for the new office space which the Board is really enjoying.

Ms. Reed: Dr. Smart and Ms. Stout will be working toward getting the open Board seat filled by the July 26th regular meeting following the guidelines set forth in government code 1780. It is likely the Board will call a special board meeting to interview the applicants. If you know of anyone interested in the opening please have them send a letter of interest and their resume. They can refer to the District web page for more information about the District.

9. Next Meeting:

A. July 26, 2017

10. Closed Session:

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

Ms. Reed: Announced the Board was moving into Closed Session at 8: 52am.

Ms. Radford: Excused herself from the Closed Session.

11. Reconvene to Open Session:

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

Ms. Reed: Called the meeting back into Open Session at 9:39am and declared there was no reportable action taken.

12. Adjournment: Action

Ms. Atkinson moved to adjourn the meeting at 9:42 am. Ms. Sellick provided a second and the motion passed 3-0.



Special Meeting of the Board of Directors
Friday June 9, 2017
8:00 am

1934 N. Highway 26
Valley Springs, CA 95252

Unapproved 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 Lin Reed called the meeting to order at 8:12am

2. Roll Call:

Present for roll call was Lin Reed, MBA OTR/L; Ann Radford, FNP and Susan Atkinson, MSW. Board Member Debbie Sellick was not in attendance.

3. Approval of Agenda: **Action**

Ms. Atkinson moved to approve the agenda. Ms. Radford provided the second and the motion passed 3-0.

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

Calaveras County Supervisor Clyde Clapp was introduced. Mr. Clapp was excited about the District's plans to build a new clinic in Valley Springs.

5. Ad Hoc Real Estate:

- **Board Members to Tour Rental Home and Property Located at 1934 Highway 26, Valley Springs, CA 95249.**

The Board toured the now-vacated property to determine its potential. The Board thanked Mr. Stout for securing the property, monitoring the clean-up and for getting estimates for repairs. The Board will see an action item on the June 21st agenda to decide the property's best use going forward.

6. Adjournment:

Ms. Atkinson moved to adjourn the meeting at 8:52am. Ms. Radford provided a second to the motion and it passed 3-0.