



P. O. Box 95
San Andreas, CA 95249
(209) 754-4468 Phone
(209) 754-2537 Fax

**Special Meeting of the Board of Directors
Wednesday November 20, 2019
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; Susan Atkinson, MSW; Debbie Sellick, CMP and Talibah Al-Rafiq. Effective Oct 31, 2019 - One Vacancy.

3. Approval of Agenda: Public Comment - **Action**

Public Comment. Hearing none.

Ms. Atkinson moved to approve the agenda. Ms. Al-Rafiq provided her second and the motion passed. 4-0.

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

Hearing none.

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5. **Consent Agenda:** Public Comment – Action

A. Un-Approved Minutes:

- Special Finance Committee Meeting Minutes for October 22, 2019
- Un-Approved Special Board Meeting Minutes for Oct. 7, 2019
- Un-Approved Board Meeting Minutes for Oct. 23. 2019

B. Correspondence:

- Ann Radford, Board Secretary – Letter of Resignation (10-31-2019):
- Care Giver Conference – Thank you (10-10-2019):

Public Comment. Hearing none.

Ms. Al-Rafiq moved to approve the Consent Agenda. Ms. Sellick provided her second and the motion passed. 4-0.

6. **Community Grant Presentation – SA Fire Protection District:**.....Dr. Smart

Pres. Ken Snyder, Chief Don Young and Dana Nichols presented a picture of one of their fire engines and read the caption of appreciation for the grant they received from the District. The grant funds have allowed the SA Fire Protection District to purchase needed supplies for their vehicles which respond to 3-7 calls per day.

7. **MTHCD Reports:**

A. President’s Report:

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

Miss Reed: The District’s Grand Opening of the Valley Springs Health & Wellness Center was featured in the Nov. Advocate (pkt. pg. 20-21)

- **Meetings with MTHCD CEO:**

Ms. Reed: Meets weekly with the CEO regarding current events; process to fill the vacant Board seat; process to fill the vacant seat on the Finance Committee; process to fill the vacant seat on the Grant Committed; plans to have the Finance Committee meet on the same day as the Board; consideration of a partnership with MTMC, HHS and Pub Health through a mobile van to provide education to outlying areas in the County; the Financial Assist resigned during the audit process; host a Calaveras Chamber Mixer in 2020.

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- **Vacant Seat Board of Directors:**

Ms. Reed: Ms. Radford resigned effective Oct. 31, 2019 to move to Southern CA leaving a Board Seat vacant. The Board vacancy notice was posted and closes at the end of the business on Nov. 29th. Staff is receiving resumes from interested parties. There will be a special Board meeting on Dec. 4th at 4pm to interview candidates and appointment a new Board member.

Dr. Smart: The newly appointed Board member will serve until the Nov. 2020 election at which time can run for the remainder of Ms. Radford's elected office.

- **Vacant Seat Finance Committee:**

Ms. Reed: Once the Board vacancy is decided then the Finance Committee member will be appointed.

- **Restructuring of Board and Finance Committee Meetings:**

Ms. Reed: Based on a straw vote of the Board -an effort to be more efficient and to accommodate the CFO the Finance Committee will start meeting on the same day (7:30 am) as the Board meeting (4th Wed. of each month) which will push the Board meeting to a 9am start.

B. MTMC Community Board Report:

Ms. Al-Rafiq: Due to the PG&E outage (PSPS) the hospital saw a \$1million loss for the month because certain services can't be provided during a power outage giving cause to purchase a \$60k generator; the Angels Camp Clinic hopes to have their license and open in late Jan. 2020; the Copper Clinic will be moving to a much larger space with a much better visibility; they are recruiting for doctors and a Chief Nurse; the pink shoes to kick cancer event was very successful; the MTMC Community Board has a vacancy;

Dr. Smart: The Community Board oversees policy, quality and medical staff credentials. Ms. Al-Rafiq sits on that board as a representative of the District. Ms. Reed sits on the MTMC Board of Directors which is a fiduciary board overseeing finance and legal.

C. MTMC Board of Directors:

Ms. Reed: Since PG&E planned and announced the outage the hospital has no cause for a claim for the \$1million loss; in addition to lost revenue from cancelled elective services there are also costs i.e.: maintenance has to be available 24/7, MRI magnet must be kept cool even when not in use; essential services required generators but rental generators weren't available so a \$60k generator was purchased; PG&E states outages are likely for the next 10 years which will affect all CA hospitals; Common Spirit and Dignity Health will address the issue with their executive leadership. Mr. Archer has obtained seismic information with an expected cost in 2030 of \$11.5 million; legislation is at work to determine who must do the upgrades. Mr. Archer will address the seismic concern at the Dec. 18th meeting. The hospital and the District are working together to recruit doctors. There will be no MTMC Board of Directors meeting in December.

D. Chief Executive Officer's Report:

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- **VSHWC Finance Team:**

Dr. Smart: Is working with Kelly Hohenbrink on who does what with billable claims then the Finance Committee will review the plan; an ad is circulating to fill the Assist. Finance position.

- **Annual Finance Audit:**

Dr. Smart: Is working on an audit check list for Rick Jackson who was on-site a day working on the audit:

Mr. Wood: While lots of things are new for this audit he anticipates a presentation at the Dec. Board meeting and expects the audit to be completed by Jan 31st.

- **New Room in District Office:**

Dr. Smart: Applied for the use of the back office in the District Building. The extra space has already been put to use with the auditor being here.

- **30-yr. Dignity Health Lease with MTHCD:**

- **Donation - MTHCD to MTMC Foundation:**

Dr. Smart: Part of the 30-yr lease that closed on May 31, 2019 with Dignity included a provision that the District would donate to the MTMC Foundation \$1million for the benefit of the hospital with the understanding that Dignity would bring in an additional \$1million to match the grant within a year. To date the District has granted \$372 for the benefit of mammography equipment.

Ms. Cantrall: The District's \$372k grant provided for an MRI coil which must be installed and OSHPD approved costing an additional \$210k to be funded by The MTMC Foundation. In addition, the Foundation wants to assist in the relocation of the Copper Clinic to a larger venue budgeted at \$325k. She's asking the District for \$300k and committing the Foundation to fundraise the remaining \$25k.

Dr. Smart: During the Measure-A Town Hall Meetings in Copper the District heard the residents asking for better health care. This project is within the District's mission statement, has received the ok to review the property lease and the Foundation would note the District's contribution in the lobby so all that is needed now is for Dignity to provide their matching funds.

Ms. Reed: Copper has longed for a better clinic; the new location is inviting to recruit new doctors. A hotel is scheduled to open nearby in Feb.

E. Valley Springs Health & Wellness Center:

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Dr. Smart: The Clinic has been open a month and the focus has been on customer service and workflow; there are four happy doctors glad to attend the medical staff meetings, the EHR is the work force. The blinds are being installed; VSHWC Staff are purchasing fleece jackets with the VSHWC logo on them. Let District staff know if you want to purchase one (\$32.00 (+/-)).

- **USDA Form 271 Sept. 2019:**

Dr. Smart: Cost overrun is \$20k (+/-); Nov 26th is the last contractor meeting. The District still has \$605k (+/-) in the contingency fund which is earmarked for the shelled space, a generator and a mobile van. Due to the PG&E outages the generator (\$52k (+/-)) is on back order for 12-14 weeks. The pharmacy agreement is long-term (10 year with renewals) but expected to be a slow process with permitting and construction documents pending.

- **VSHWC "Quality" Report:**

Dr. Smart: Is working with District consultants on a draft quality report to bring to the Board. This month the clinic saw 383 patients of which 35% were commercial payors. Future reports will include satisfaction which Athena EHR can produce, incident reports, monthly days of service and peer review etc. An X-Ray Tech is still needed.

- **VSHWC Website:**

Dr. Smart: New to the webpage is a patient portal.

- **VSHWC Payor Contracting:**

Dr. Smart: The Rural Health Care application is at the State for review after very minor changes.

- **VS H&W Center – Draft Policies and Forms: Public Comment – Action**

- Policies - Valley Springs Health & Wellness Center:

Punctuation & Grammar Changes – Please Submit to District Office Staff.

1. Draft Temperature - All Modalities 102419
2. Draft Waived Testing Quality Assurance 100119
3. Draft Waived Testing Lead care II 082919
4. Draft Waived Testing Urine Pregnancy 082919
5. Draft Waived Testing Urinalysis Using Siemens Analyzer 082919
6. Draft Waived Testing Strep A Direct Rapid Testing 082919
7. Draft Waived Testing RSV Rapid Test 082919
8. Draft Waived Testing Hemoglobin 082819
9. Draft Appointment Rescheduling 102819
10. Draft Liquid Nitrogen 102819
11. Draft Autoclave Spore Testing 102819
12. Draft Autoclave Use and Maintenance 100919
13. Draft Waived Testing Blood Glucose 082819

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Public Comment. Hearing none.

Ms. Atkinson moved to approve the Policies as presented. Ms. Al-Rafiq provided her second and the motion passed 4-0.

F. Ad Hoc Real Estate:

- **Update on Valley Springs Property - Phase II:**

Ms. Al-Rafiq: Will have more information at the next meeting after a conf. call with Dr. Patterson.

G. Stay Vertical Calaveras:

Mr. Shetzline: Gave an overview of the Program and how he is working on getting the participants to stay for the full 6-week course; some instructors are committed to teaching without compensation and Valley Springs is funding their own instructor. He will attend strength training and research a new thinking of "mind fullness" which includes yoga, Tai Chi and meditation etc.

Ms. Reed: Working in occupational therapy she observes lifestyle having an impact on falls; she also sees lots of falls from patients taking certain medications.

Ms. Toepel: There was a well-received SVC breakout session at the Care Giver Conference.

8. Committee Reports:

A. Finance Committee:

- **Financial Statements (Oct. 2019):** Public Comment – Action

Ms. Atkinson: To accommodate Mr. Wood, CFO's availability, save travel and costs reminded the Board starting in Jan. the Finance Committee will meet at 7:30am on the same day as the Board meeting.

Mr. Wood: He and Rick Jackson, JWT & Associates were at the District Offices working on the audit on Nov 13th. As expected, he is seeing a lot of Clinic start-up expenses. There is a strong cash position on the Balance Sheet and investments are very good at 50% of budget.

Public Comment. Hearing none.

Dr. Smart: Staff had a very positive meeting with Bank of Stockton Sr. VP's who indicated the owner of the bank was involved in the bank's interaction with the District and while they cannot address some public agency laws will be supportive of our needs and send banking options for employees.

Ms. Al-Rafiq moved to approve the Oct. Financial Statements as presented. Ms. Sellick provided her second and the motion passed 4-0.

B. Ad Hoc Policy Committee:

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Ms. Atkinson: The Policy Committee will meet latter this morning.

C. Personnel Committee:

Ms. Al-Rafiq: Nothing to report.

D. Golden Health Community Grants Committee:

Ms. Sellick: Will welcome the new Board / Grants Committee member.

9. Board Comment and Request for Future Agenda Items:

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

Dr. Smart: In an effort to assimilate the District's information into the public it has been recommended the District keep its name but select another name for a DBA (doing business as).

Mr. Wood: The District will always be known by the State as the Mark Twain Hospital District even though mandated to be Mark Twain Health Care District in 1976. This will be an agenda item for strategic planning (+/-) March 2020.

B. Community Connection:

Ms. Atkinson: Has been telling the residents of West Point about the VSHWC.

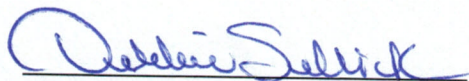
10. Next Meeting:

A. Due to the December Holidays the Meeting will be Wednesday December 18, 2019

Special Board Meeting on Dec. 4, 2019 at 4pm to interview and appoint a Board member.

11. Adjournment: Public Comment – Action

Ms. Atkinson moved to adjourn the meeting at 9:19am. Ms. Sellick provided her second and the motion passed 4-0.



Debbie Sellick, Secretary

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