



# Mark Twain Health Care District

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**Regular Meeting of the Board of Directors  
Wednesday, May 25, 2016  
7:30-10:30am  
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; Ken McInturf; Randy Smart, MD; Ann Radford, FNP and Susan Atkinson, MSW.

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

Mr. McInturf moved to approve the agenda. Dr. Smart seconded it and it passed 5-0.

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

Hearing none.

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

Dr. Smart requested items B and C be removed from the Consent Agenda then moved to accept the rest of the Consent Agenda items. Ms. Atkinson gave a second and it passed 5-0.

##### **A. Un-Approved Special Board Meeting Minutes of April 20, 2016**

##### **B. Un-Approved Minutes of April 27, 2016**

Dr. Smart stated his comments were accurately recorded but asked that the paragraph (9. B.) be moved to the end of 9. A.

### **C. Approval of March 2016 Financial Statements:**

Dr. Smart asked what the Card Member Service item was on the check book register? Mr. Doss explained it was the District's credit card and the charges were for outside training.

Dr. Smart moved to accept items B. (as amended) and C. Ms. Atkinson provided the second and the motion passed 5.0.

### **6. New Business:**

#### **A. Chronic Disease Self-Management Work Program:**

Mr. Doss introduced Dr. Kelaita, Bonnie Nordby and Colleen Rodriguez.

Dr. Kelaita introduced himself as the Public Health Officer. His reason for being here today was to request the Board continue funding for the Chronic Disease Self-Management Work Program. The program uses a Stanford module to train community volunteers with chronic health issues to hold workshops in three areas i.e. General health problems, Diabetes and Chronic pain. Of the last 22 that enrolled 15 graduated. The workshops are held throughout the County depending on where the trainers are located. Each trainer teaches two 6-week workshops.

Dr. Kelaita brought special attention to the nationwide epidemic on using opioids to manage pain which can lead to addiction and other health issues as well as death.

Bonnie Nordby mentioned a new grant is being processed to train veteran volunteers to teach vets and their spouses. Ms. Nordby sets up the workshops with matched clients. The volunteers get \$120.00 for a 6-week program for gas and health snacks.

Colleen Rodriguez referred to the CDSMP budget (pg. 29) wherein they are always seeking grants, local, state and national funding as well as community partnerships.

Mr. Doss mentioned The Board had supported this program on the last budget and it will be reflected on the 2016-2017 budget that the Board will see in June.

### **7. Unfinished Business:**

#### **A. ACHD Certification Process Update:**

Ms. Reed was very pleased to announce the MTHCD has completed the ACHD Certification process. The public can expect to see a press release.

### **8. MTHCD Reports:**

#### **A. ACHD April Update:**

Ms. Reed stated she had attended the Monterey Annual Meeting and it was her last as Vice Chair. She got a rocking chair as a parting gift.

Some may remember from last year hearing about a Google gentleman that attended. Well he now works for Lyft. The program is readily used in the S.F. Bay Area where hospitals and clinics can sign up for non-emergency transportation. There is a need and interest for the service in rural areas.

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

- **CPPA: Rules & Regulation Changes (4-26-2016)**

Mr. Doss explained that the District belongs to the Calaveras Public Power Association (CPPA). By being a member the District can pass onto the MTMC a large savings in electric costs (approx. \$350,000 / yr.).

Bob Bliss and Mr. Doss had just completed an application for the VS Clinic. The savings cannot be extended to the rural clinics because the District doesn't own the buildings.

- **World Elder Abuse Awareness Day Booth for two on June 15, 2016**

The District is a sponsor of the World Elder Abuse Awareness Day and will be afforded a booth for two. This event (9-3pm) will be at the SA Town Hall and open to the public. Board of Supervisor Chair, Cliff Edson, stated he plans to attend.

- **Operating Consultant Costs**

Mr. Doss asked the Board to refer to the hand out in their folder for this information.

- **2016-2017 Draft Budget**

Mr. Doss explained the Board had received the draft budget this month so they could review it prior to the next meeting. The budget will be brought to them in June for consideration and discussion. At that time the Board can decide which programs they wish to support. Mr. Doss will gladly meet with Board members or the public to answer any questions they may have.

#### **C. Presidents Report:**

- **Ad hoc Personnel Committee:**

Ms. Reed started out saying the Ad Hoc Personnel Committee, Ms. Atkinson and herself, had met on the 16<sup>th</sup>. The Committee recommends holding off on a formal search for a permanent executive position and instead to transition into a month to month with Mr. Doss after his contract is completed June 30, 2016. They will revisit that recommendation monthly.

After his contract is completed Mr. Doss plans to work month to month from home and only coming to Calaveras two of the four weeks or as needed. In addition he has arranged for Ms. Stout, Administrative Assistant, to work three days a week (typically Tues-Thurs.). This arrangement will give the District time to evaluate what kind of person is needed and to not move forward until a "good fit" for the District is obtained.

- **2016 Quorum National Trustee Conference:**

Ms. Reed and Dr. Smart attended an excellent governance education conference last week.

- **Resolution 2016-01: Action**  
**Nov. 8, 2016 Presidential General District Election**

Mr. Doss explained every two years there are Board members up for election. This Nov. three of our Board member's seats will be up for election as follows; Mr. McInturf and Dr. Smart's seats are up for four-year terms; Dr. Peter Oliver resigned in January and Ms. Atkinson was appointed by the Board on March 7, 2016. Her seat is also up for election to finish the last two years of Dr. Oliver's term.

This is an action item stating the Board agrees to the election and is willing to pay the District's share.

The public questioned who could apply for the two-year and four-year seats and how the vote would determine the winners. Mr. Dean (Myers-Nave) suggested interested candidates should get precise direction from the Calaveras Elections' office to clarify who can apply for the two-year term and who can apply for the two four-year terms. Information should also be obtained to clarify if/how the votes will determine who gets the two-year or the four-year terms.

Dr. Smart moved to approve Resolution 2016-01. Ms. Radford provided the second and the motion passed by a roll-call vote of 5-0 with the Ayes being cast by Ms. Reed, Mr. McInturf, Dr. Smart, Ms. Radford, and Ms. Atkinson. Noes cast: None, Absent: None, and Abstained: None.

Marti Crane would like to see the candidates engage in a debate this fall.

#### **D. MTMC Corp. Board:**

Mr. McInturf was happy to tell the big news for the Corp. Board which was the successful interview process and the selection of Robert Diehl for the position of president/CEO. Three of three interview groups overwhelming choose Mr. Diehl. He most recently held the position of vice president of operations (12 years) at Queen of the Valley Medical Center in Napa. Mr. Diehl seemed to be a great fit and will start his new position at the MTMC on June 13<sup>th</sup>. Larry Philip, Interim CEO will stay on board to provide Mr. Diehl time to transition into the new position.

Larry Philipp, Interim CEO reported he was still working on getting the heart center added to the license. He was able to get legal approval to submit claims through May and will need to revisit that request for June.

Mr. Philipp shared the Joint Commission was here and the medical center got lots of positive comments in addition to 3-year credential.

Supervisor, Cliff Edson questioned how long the process takes. Mr. Philipp stated the process can take up to a year or more and was started in the fall of 2015. The delay is hampered by opening the heart center without the license being in place.

Mr. Philipp praised Katherine McCoy, Chief Nursing Officer for the improved HCAHPS scores of 48.

Ms. Reed thanked Mr. Philipp for his latest interim leadership which gave everyone a great level of confidence while he was here.

## **9. Committee Reports:**

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

- **Valley Springs Project update:**

Mr. Doss introduced Nate Morgan of Aspen Street Architects. Also with the Mr. Morgan was Bob Bliss and Ezra Ivey.

- **Aspen St Architect Presentation:**

Mr. Morgan briefed the Board on the process by stating the Planning Commission had sent the VS Clinic project to the clearing house for review (April 15-May 15). During that month-long process the project had generated some letters but none of consequence. There had been a request for a sidewalk on Hwy 26 which will be done in Phase I of the project. He is expecting a favorable approval for the project at the June 9<sup>th</sup> meeting. The meeting is open to the public but not necessary to attend. Those in attendance will be Aspen Street representatives and Project Manager, Pat Van Lieshout.

Mr. Doss added he had received excellent co-operation from Darcy Goulart, Planner III throughout the process.

- **Calaveras County Process**

Aspen Street Architects are contacted through the county approval process seeing that permits are met. The next step would take the project into the bidding process. If the District desires additional consultant services Aspen Street would be happy to prepare a contract for those services.

- **Design Process**

Ezra Ivey suggested any building size adjustment (downsizing) be done before going to bid. Ms. Atkinson requested gender neutral restrooms be considered in the bid process.

- **Construction Financing:**

Mr. Doss introduced Gary Hick who is facilitating the USDA loan.

- **Financing Schedule**

Mr. Hicks called attention to the Financing Schedule (pg. 53). The loan request was for Sept. 28, 2015–Sept. 29, 2016 but all dates can be adjusted to parallel the project.

- **Tax Equity and Fiscal Responsibility Act Notice (TEFRA)**
- **Tax Equity and Fiscal Responsibility Resolution (TEFRA)**

The Tax Equity and Fiscal Responsibility Act (TEFRA) has to be published to notice residents that may want to speak to the project. This process is required of non-profits and will be considered at the June or July meeting.

- **Certificates of Participation Resolution**

USDA was asked for a take-out loan and a constitution loan. USDA declined the construction loan option so 6-8 banks were contacted to provide RFP's which gave a more favorable percentage rate. The maximum at Sept. 29, 2015 was 3.58%. When the take-out loan is completed the least of the current percentage rate and the 3.58% will be assigned.

Dr. Smart questioned the District's investment requirements? Mr. Hicks added the District will be required to spend the first \$2.2million and has met that requirement with the purchase of the property at (approx.) \$900,000. In addition the MTMC will come in with the remaining (approx.) \$1.2million with IT and other equipment.

Mr. Hicks and Mr. Doss have frequent phone conversations regarding the loan and Mr. Hicks drives the loan process to accommodate the Board's needs. The next meeting is today at 3pm. Meyers-Nave's staff will be reviewing loan documents.

- **Project Manager Report:**

- **VS Clinic Project Manager Task List 16 May 2016**

Mr. Van Lieshout stated he will be attending the Planning Commission Meeting June 9<sup>th</sup> at 9am on behalf of the VS Clinic Project. He anticipates it will be approved. MTMC will be designing the clinic and may downsize to fit price and need which will not affect the County's consideration of the project.

Dr. Smart asked for a description of modular built vs stick built? Mr. Van Lieshout answered stick built is obvious. Modulares are not trailers as it used to be. Modulares are of a better quality with the construction being done in a factory then the unit is craned into place and a roof added. The interior wall can be changed allowing for more flexibility for the inside. It is a cost savings and can speed up the process. Ezra Ivey, Aspen Street Architect, added the conveniences of changing the walls to remodel at a later date and the raised floors allow for moving the plumbing underneath. Prevailing wage is not paid for the factory work providing a cost savings. The modular build is considered a viable way to build with a faster outcome.

- **OPC Budget:**

Mr. Krieg with Mr. Doss's oversight will be providing the Opinion of Probable Cost (OPC) report (monthly) for the VS Medical Clinic Project for the Board's review.

**B. Ad Hoc Lease Review:**

- **Dignity Health – Mark Twain Relationship:**

Ms. Reed reported Dr. Smart and she along with Mr. Dean and Mr. Doss are meeting regularly weekly with Dignity Health. It is an active process with all parties working hard looking for the best outcome. She sees the end zone in site.

Ms. Radford asked when the Non-Disclosure Agreement would be up and Ms. Reed replied not until a 60-day notice to cancel has been given which can be done at any time. During the 60 days following the notice the conditions are still in affect and negotiations can continue.

Dr. Smart added there is a lot of energy needed to find all the options and it is a very complex process.

**C. Physician Education Forum Update:**

Dr. Smart has received very positive feedback for prior educational forums that were provided for medical staff in the area. This positive feedback has prompted his research and preparation for Dr. Pamela Prescott with the UCD Endocrinology Dept. to be the speaker. He will be working to get a professional brochure depicting Dr. Prescott's credits and nailing down the dinner details at Camps Restaurant for July 14<sup>th</sup>. The dinner will be complimentary and there will be a Q & A session. The District sponsors this event by providing the complimentary dinner and the \$500.00 honorarium to the speaker. Ms. Radford added her support for Dr. Prescott as she has had the pleasure to work with her.

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

Mr. Doss reported that the Calaveras Enterprise had run an old ad so the office had gotten calls asking when the May presentation was going to be? There was no May presentation because Board members were out of town.

Ms. Radford had enjoyed being able to hand out two iPad certificates at the Bret Harte High School Awards night.

Mr. McInturf will also have the pleasure to award iPad certificates to two deserving Calaveras High School seniors on June 1st.

**11. Closed Session: .....Mr. Doss**

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

**12. Reconvene to Open Session:**

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

District General Counsel Michael Dean reported that there was no reportable action taken in closed session. He further reported however that, on a motion made by Mr. McInturf and seconded by Dr. Smart and passed unanimously (with Board member Ann Radford absent due to a declared conflict of interest), the Board authorized the Executive Director to (a) send the MTMC Corp. Board a 90-day notice under the terms of the current lease stating the District would discontinue paying for utilities except CPPA and (b) send Dignity Health a 60-day notice terminating the existing Non-Disclosure and Exclusive Negotiating Agreement.

**13. Next Meeting:**

- Wednesday, June 22, 2016

**14. Adjournment:**

Mr. McInturf moved to adjourn the meeting. Ms. Atkinson gave a second and it was passed 4-0. Ms. Radford had left the meeting