



Mark Twain Health Care District

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Regular Meeting of the Board of Directors
Wednesday, February 17, 2016
7:30-10:00a.m.
Mark Twain Medical Center Classroom 2
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 at 7:31am by President, Lin Reed.

2. Roll Call:

Present for roll call was Lin Reed, MBA OTR/L; Mr. Ken McInturf; Dr. Randy Smart; and Ann Radford, FNP.

3. Approval of Agenda: Action

Dr. Smart moved to accept the agenda, seconded by Ms. Radford. The motion passed with a 4-0 vote.

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

Ernst Mikkelsen, business owner interested in his community, was at the last meeting where Carl Gerlach presented information regarding the independent operation of the hospital. Mr. Doss invited Mr. Mikkelsen to attend the March 23rd Board meeting wherein Mr. Gerlach will provide a timeline and cost to successfully run a hospital independently.

5. Consent Agenda: Action

Dr. Smart requested the Financials and Jan. 27, 2016 Unapproved Minutes be extracted from the Consent Agenda for further discussion.

A. Un-Approved Minutes of January 27, 2016:

Dr. Smart requested the Unapproved Minutes (pg. 7 item 9.) have another letter added to correspond with Dr. Oliver's comments about the Lease Review Committee. Ms. Radford moved to accept the minutes as corrected. Dr. Smart seconded the motion and it passed 4-0.

B. Approval of Dec. 2015 Financial Statements:

Dr. Smart asked for clarification on HFS consultant fees (pg. 11, item 11) and the Golden Health Awards. Mr. Doss explained the GHA figures will be in the Jan. financials. Dr. Smart moved to accept the financials, Ms. Radford seconded the motion and it passed 4-0.

JR Krieg, Controller, presented a new financial report, Rolling 12 Month Statement of Revenues and Expenses. After review and questions the Board determined they liked the report and would like to see it added to the monthly financial statement section.

C. Correspondence:

- **Nomination Ballot for LAFCO (2-2-2016).**

Ms. Reed expressed how important it would be to have a voice

Since Ms. Radford has identified herself as interested in this position Mr. Doss will bring it back to the March 23rd meeting

- **P G & E – Third Party Gas Supplier (2-23-2016)**

Mr. Doss explained the District can purchase electricity through CPPA at a discount and the gas supplier (Commercial Energy) is a different vendor. The District uses these saving to support the MTMC utility cost.

- **American Legion Bill Brinlee Post 102 (2-5-2016)**

Mr. Doss explained the District doesn't have a past method in place to support this program. Dr. Smart questioned if there was a health care element? George Fry spoke to the emotional and mental health aspect of the program. Ms. Reed thought this item should be referred to committee for bylaw review.

Dr. Smart moved to accept the Correspondence and requested Dr. Oliver's resignation letter (Jan 27, 2016) be added to March Board meeting. Ms. Radford seconded the motion and it passed 4-0.

6. New Business:

A. World Elder Abuse Awareness Day-Calaveras Commission on Aging. Presentation Requesting Sponsorship for June 15, 2016 event.

Mr. Doss introduced Kathi Toepel. Ms. Toepel thanked the GHA committee for their award. She also praised the Board for selecting Sierra Hope for they are a very good non-profit.

Ms. Toepel invited everyone to the June 15th World Elder Abuse Awareness Day at the SA Town Hall. Dr. Smart stated he and Mr. Doss attended last year and thought it was a fantastic event. Mr. Doss stated there was \$2,000.00 in the budget to support this program again this year. Ms. Reed expressed her desire to see District Attorney

Barbara Yook at the event. Mr. McInturf suggested some event flyers be placed at Oak Shadows and the Senior Center. Ms. Radford suggested reaching out to the CNA's, doctors and contacting Nicki Stevens to circulate the information in the MTMC Insights Newsletter.

7. Unfinished Business:

A. ACHD Certification Process Update:

- **Process to Submit MTHCD Policies and Procedures:**

Mr. Doss stated Ken Cohan (ACHD) has been ill and not able to process the District's certification. Ms. Reed indicated ACHD had received 7 applications causing a backlog. Mr. Doss's goal is to have approval before the May annual meeting.

B. Hospice Respite Update:

Mr. Doss reached out to Mr. York and learned the contract is still in review in the Adventist system. The contract under consideration is the same one Calaveras/Amador Hospice works within.

C. Chronic Disease Self-Management - Bonnie Nordby, Chronic Disease Self-Management Program Coordinator:

Ms. Nordby stated they had lost grant funding and some workshops had been cancelled due to the Butte Fire. Out of that they want to promote healthier living and to prevent diseases. New programs that they are excited about include Chronic Pain self-management; how to live with chronic pain and are reaching out to the veterans. They are also competing for workshop space. Dr. Smart suggested the two new clinics should have classroom space. Ms. Radford would like to see chair yoga.

The next diabetic workshop will begin March 2nd here (MTMC) and go for 6 weeks.

- **Program 2016 Report:**
- **Management Agreement:**

Per Mr. Doss the \$20,000.00 funding is already in the budget so he will be signing the agreement.

8. MTHCD Reports:

A. ACHD Jan. Update:

Ms. Reed reported her term ends June 30, 2016 after serving 6 years. She would encourage any fellow Board member(s) to contact her if interested in serving.

Design Build is one piece of legislation she is watching when she attends Leg Days in April and gets to meet with legislators.

B. Executive Director Report:

- **BETA Health Care Group:**

Mr. Doss explained the change to BETA which is a JPA better suited to the District's needs.

C. Presidents Report:

- **Board Member Vacancy:** Handout – List of 6 candidates.

Mr. Doss stated the deadline to apply for the Board member vacancy was Monday, Feb. 15th at 5pm. Prior to that deadline the District had received 6 applications. Considering the time needed to interview the candidate's, at a public meeting, staff was directed to plan a special board meeting in the next couple of weeks so the successful applicant could be sworn in and serving by the March 23, 2016 meeting. Staff was also directed to email the cover letters and resumes to Board members.

Mr. Doss explained the successful person will have to seek reelection during the Nov. 2016 election if he/she wishes to serve the remaining 2 years left in Dr. Oliver's term.

Mr. McInturf and Dr. Smart are also up for reelection in Nov. 2016.

D. MTMC Corp. Board:

Ms. Reed reported the MTMC Corp Board would be meeting next week and no new CEO had been appointed yet.

- **CEO Report: None**

9. Committee Reports:

A. Ad Hoc Real Estate:

- **Valley Springs Project update:**

Dr. Smart reported the committee had met yesterday and will be meeting more as needed; there is consideration of changing boarders of 5-6 parcels to better fit the project; Ed Gonzales, Plant Manager, suggested the clinic should have an electric backup system (generator) in case of emergencies.

Ms. Radford confirmed there are many procedures taking place in the clinics and a loss of electricity would be very detrimental to any procedure in progress

Mr. Doss suggested he would work with Gary Hicks regarding the flexibility of the USDA Loan and it may be a need(s) will need to be funded by the District.

Dr. Smart suggested MTHCD approve plans as the project moves forward.

Ms. Reed provided a hopeful timeline of the MTMC Corp Board meeting March 22, 2016 to approve plans, the MTHCD Board meeting March 23 as approved lessor then

going before the Planning Commission on March 24, 2016

For now the property is looked markedly better after being cleaned up. There are two 4x8 signs to follow. One will depict the building and the other will say coming soon.

- **Project Manager Report: Pat Van Lieshout**

Mr. Van Lieshout and Aspen St Architect plan to do a future Board presentation of the project.

Mr. McInturf likes Mr. Van Lieshout's project progress reports and is pleased he will be working with MTMC project manager, Ed Gonzales.

- **Proposed Sale of Angels Camp Property on Stanislaus Ave:
(APN 058-024-016-000)**

Dave Woodhams suggested backup power for the Angels Camp project is a no brainer and would the AC project be in progress with the VS project? Mr. Reed will request Dr. Griffin put the AC Project on the March agenda.

Hand out – Purchase and Sale Agreement and Joint Escrow Instruction including Right of First Refusal Agreement

Mr. Doss explained the Board had already approved the content/intent of the handout. The MTMC Corp Board attorney as well as the MTHCD attorney (Myers/Nave) has also approved the content/intent and the document is ready to be signed and notarized.

Dr. Smart requested the wording be changed on the second page of the Right of First Refusal Agreement as follows. *NOW THEREFORE,..... 1. Medical Center will not solicit nor accept an offer for the sale of the Property or lease of the Property for a term of more than ten (10) years without first offering to sell the Property to District by written notice ("Notice") to read as follows; **NOW THEREFORE..... 1. For a term of ten (10) years, Medical Center will not solicit nor accept an offer for the sale or lease of the Property without first offering to sell the Property to District by written notice ("Notice")***

B. Ad Hoc Lease Review:

- Dignity Health – Mark Twain Relationship

Ms. Reed, Dr. Griffin and Mr. Doss met last Wed. with Dignity which was their last meeting as an ad hoc committee. The next segment of the process will move into a lease negotiation phase to determine what the terms of the agreement might be.

C. Physician Education Forum Update:

Dr. Smart had nothing new to report.

D. Ad Hoc Golden Health Awards:

Ms. Radford was very pleased with Alison's award. Ms. Epperly was humbled.

Mr. Woodhams would like to see more public members attend.

Mr. McInturf would like to see more seating for the older folks. It was assumed the art display hampered additional seating.

Other comments were the program was crisper and did not drag on. The MC was good and the event ended on time

Mr. Fry thought it was an awesome evening, was glad for the valet parking and the food is how it is.

The next GHA will be the first Sat. in Feb. 2017.

10. Board Comment and Request for Future Agenda Items:

Dr. Smart recalled Dr. Orman's comments at the GHA's of expanding the support for our youth in the health system and would like to explore Dr. Orman's suggestions.

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.

Mr. Doss explained the closed Session will be an ongoing item on the agenda in case there is a need.

12. Reconvene to Open Session:

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

13. Next Meeting:

- Wednesday, March 23, 2016

Mr. Doss requested Board members submit possible dates when a special board meeting could be held to interview the candidates for the open seat on the Board.

14. Adjournment:

Mr. McInturf moved to adjourn the meeting. Ms. Radford provided the second and the meeting was adjourned at 9:58am with a vote of 4-0.



Lin Reed, President