



**Regular Meeting of the Board of Directors
Wednesday, February 25, 2015
7:30-9:30a.m. in Classroom 2
San Andreas, CA**

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 competent, professional and compassionate healing.

- 1. Call to order:** The meeting was called to order by Pres. Peter Oliver, MD at 7:33am.
- 2. Roll Call:** Present were Peter Oliver, MD, Randy Smart, MD, Ken McInturf, Lin Reed, MBA, OTR/L, and Ann Radford, FNP. Absent: None.
- 3. Approval of Agenda:** **Action** Dr. Smart requested that future agendas roll together Valley Springs Project (item 6.A.) with the Ad Hoc Real Estate Committee (item 8.B. under reports). Mrs. Reed moved and Dr. Oliver seconded for approval of the agenda. Motion passed 5-0.
- 4. Public Comment on matters not listed on the Agenda:** Marti Crane invited everyone to attend the hospital-setting melodrama opening this weekend in VS.
- 5. Consent Agenda:** **Action** Dr. Smart requested the financial report be pulled from the consent portion of the agenda for further discussion. Mrs. Reed moved for approval of the remaining items on the consent agenda. The motion was seconded by Mrs. Radford. Motion passed 5-0.

A. Minutes of January 28, 2015:

- B. December 2014 Financial Statements:** During discussion of the financial statements Craig Marks, CEO, Mark Twain Medical Center suggested a cash flow statement be included in future reports. Mr. Marks also introduced Chris Roberts as the new CFO. It was requested, when appropriate, changes be made on line items from reading as Mark Twain St. Joseph Hospital to Mark Twain Medical Center. Mrs. Reed moved to accept the report and Mrs. Radford seconded the motion. Motion passed 5-0.

C. Respite Contract from Jan. 28, 2015:

D. Correspondence:

- Calaveras Public Power Agency (Feb 2, 2015)
- Calaveras Health and Human Services Agency (Jan. 21. 2015)
Agreement term of Oct. 1, 2014 through June 30, 2015.

6. Unfinished Business:

A. Valley Springs Project: (Please see section 8 under MTHCD Reports)

- USDA Loan: Financing Schedule
- Calaveras County Pre-application Meeting on Feb. 23, 2015

B. Telehealth MOU: **Action** Dr. Smart had reviewed the latest Memorandum of Understanding (MOU) provided by the law firm of Meyers/Nave. In an effort to expedite the process Mr. Marks suggested he review the MOU and report back to gain the blessings of the Board. This item was deferred to the Mar. 18th meeting.

C. Physician Education Forum: To be held at Greenhorn Creek. Per Dr. Smart the cardio topic will appeal to a broad audience so he suggested this item be referred to the April meeting.

D. Board Policy Regarding 501 (c) 3 Funding: Mr. Doss stated the District does not currently have such a policy. A policy could pertain to the Golden Health Awards, Chronic Illness and Hospice as well as possible future relations with 501(c) 3 organizations. Mrs. Reed suggested the President create an Ad Hoc committee to research such a policy. Mrs. Reed and Mrs. Radford volunteered to participate on this committee, with the assistance of Mr. Doss proposed a plan to report back to the Board in April.

7. New Business:

Executive Director Retention Agreement: **Action**: Agreement period of Feb 1, 2015 – June 30, 2016. Mr. McInturf moved and Mrs. Reed seconded to accept the Ex. Dir. Retention Agreement. Dr. Oliver explained the contract had not changed except for the extension to June 30, 2016 when the Ex. Dir. intends to retire. Given the expiration date the agreement could remain open if he wants to continue. George Fry (visitor) thanked Mrs. Reed for finding this “diamond” (Mr. Doss) and bringing him to the MTHCD. Marti Crane (visitor) echoed her delight. The motion passed 5-0.

8. MTHCD Reports:

A. ACHD January Update: Mrs. Reed mentioned the Burbank Board meeting she attended about 3 weeks ago, the upcoming Legislative Day on April 13-14 in Sacramento where our very own Dr. Smart will be presenting on behalf of Telehealth. Mr. Doss added what an accomplishment for MTMC and Dignity Health to embrace Telehealth.

Mrs. Crane remembers Dr. Smart coming on board and getting involved with Telehealth and now going to Sacramento, "way to go".

B. Ad Hoc Real Estate Committee including the Valley Springs Project: Mr. Doss displayed and recapped the USDA Loan timeline by Gary Hicks of G.L. Hicks Financial, LLC dated Jan 21, 2015 for the Valley Springs Project.

C. Pre-Planning Meeting for VS Project: Mr. Doss spoke of the Feb. 24th Pre-Planning meeting for the VS Project held at the Calaveras County Planning Department. Darcy Goulart, County Planner hosted the meeting that included representation from local agencies weighing in on the project. Representing MTHCD was Dr. Smart, Mr. McInturf, Mr. Doss, and Mrs. Stout. Also present was Nate Morgan and Bob Bliss of Aspen St. Architects: Larry Cornish, COO of Mark Twain Medical Center and community member, Firman Brown.

Ms. Goulart echoed the other agencies saying she/they saw no "red flags" but had the following suggestions to maximize time and budget considerations: To save money and time present an overall site plan instead of presenting in segments. Do a full review to get a full layout and environmental review: Carry the landscaping theme throughout the project: Consider how to incorporate a good onsite location for a bus stop: California Dept. of Transportation (Caltrans) will likely require another traffic study but expect it to be minimal as they have done sufficient studies in preparation of the 4-way traffic light that is scheduled to be installed at Vista Del Lago and Hwy 26. There could be some consideration for turn lanes. The project has inherited an agreement from Caltrans allowing 2 accesses onto the property from Hwy 26: Ms. Goulart committed to reviewing reports already on file to determine what needs to be updated.

Dr. Oliver requested review of the following: Real Estate consultant, Building Contractor, architect, legal and home owner lease agreements. Mrs. Reed asked for dates for the community to give their input. Mr. Doss will invite Gary Hicks of G.L. Hicks Financial, LLC to the Mar. 18th meeting to discuss the USDA loan.

Mr. Doss sees the USDA loan as very favorable. The Department of Agriculture cannot fund housing but can and does fund rural health projects like ours. Loan approval comes in the form of a letter giving the bank authorization to pay project vendors.

The next Ad Hoc Real Estate Committee meeting is on Tues. March 3rd at 8am in Mr. Doss' office.

Mr. McInturf walked away from the pre-planning meeting having heard the local county agencies being excited about the VS project.

D. Golden Health Awards Update: February 7, 2015: Dr. Oliver received a thank you letter from the Calaveras Mentoring Foundation (Feb. 13, 2015) stating it was an honor to receive the award which will assist in the efforts to support and grow the program. The results of the Golden Health Awards will be available for the Mar. 18th meeting. Hearing ideas from the public the next Ad Hoc meeting will address ways to improve on the event.

E. ACHD Certification Process Update: Mrs. Reed stated May is Health Care District Month and also noted that her tenure on the ACHD Board will be completed in June 2016.

Mrs. Reed commented she would like to have the ACHD Certification process completed and submitted in April 2015. Mr. Doss noted that we are working with our counsel to develop appropriate bylaws and policy that would allow and facilitate the certification process.

9. Study Session Topics: Dr. Oliver stated 9-10am on the Mar.18th will be reserved for Gary Hicks of G.L. Hicks Financial, LLC, to explain the USDA loan. Mr. Doss will discuss with attorney, Michael Dean to see if the discussion needs to be in closed session.

10. Board Comment and Request for Future Agenda Items:

Mrs. Reed brought attention to item 5 of the Dignity Health, MTMC, CEO report where it was requested the MTMC Board approve the purchase of Phillips Patient Monitoring System so vital signs can be monitored and down loaded to patient records.

11. CEO Report: The CEO report was distributed at meeting.....Mr. Marks

12. Closed Session: There were not items for closed session.

13. Reconvene to Open Session: Nothing to report at this time.

14. Next Meeting: Wednesday, March 18, 2015 and we will invite Gary Hicks of G.L. Hicks Financial, LLC to discuss the proposed USDA Loan.

15. Adjournment: Moved my Mrs. Reed and seconded by Mr. McInturf. Motion passed and the meeting was adjourned at 9:16am.

Un-Approved 2015-02-25 Minutes