



# Mark Twain Health Care District

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**Special Meeting of the Board of Directors  
Wednesday, July 13, 2016  
6:30-8:00p.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 by President Lin Reed at 6:30pm

#### **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**

Dr. Smart moved to approve the agenda. The motion passed with a 5-0 after Mr. McInturf gave his second. Maher

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

Hearing none.

#### **5. Quorum Health: Action**

##### **A. Presentation Regarding Consultation for Independence of MTMC.**

Dr. Smart and Ms. Reed introduced the presenters from Quorum Health as Bob Vento, Sr. VP of Operations; Richard (Rick) Keller, VP of Strategic Affiliations and John Maher, Sr. VP of Consulting.

Mr. Keller referenced services as listed on the hand out (placemat) of consultation, operation support, educational services and purchasing. Emphasis was placed on consulting and managing for sustainable long term goals. Education is provided as needed and at a boot camp setting.

Mr. Keller emphasized their work engages with 501 (c) 3 and small rural hospitals.

Mr. Vento explained they are here as consultants only. They do provide management assistance to CFO and CEO's as needed.

Quorum staff will be provided for on-site work as needed but most of the assessment work is done elsewhere by specialist in their field of expertise. Quorum does gap analysis i.e. finance, strategic market markers, operational clinics considering quality and pleasing the patients. Their firm parallels all legal established documents of the hospital i.e. the 6<sup>th</sup> amendment.

Dr. Smart stated issues of concern; What would it take to operate independently, co-manage the environment, the trust, the transition and the money. What about the alliance we have with the community? Mr. Vento stated relationships are important.

Mr. Maher: Culture is a critical piece and equals trust. To do that they suggest town hall meetings, do a survey, work with focus groups, spend time with managers and talk to community members.

Mr. McInturf understood the presenters to say the analysis would take 60-90 days starting with data analysis, spend a week on interviews with the doctors, community then report to the Board. He feels it's important to take the analysis to the Board and to give recommendation(s), different options or directions.

Mr. Vento: Their firm will need a scope of work, requested by the Board, to determine what the District wants in the assessment.

Mr. Maher: their team prefers to go to the person and interview them in their own environment. He thanked the District for offering office space for any on-site needs.

Dave Bowman, Murphys, wondered how the District would ask MTMC for information when it is for the benefit of the district and possibly not the MTMC?

Bob Diehl, MTMC CEO, assured the audience his office would be glad to provide any needed information to compliment the assessment process. Mr. Doss supported Mr. Diehl's offer as the same was experienced what the District sought information for the HFS Fair Market Value analysis.

Mr. Maher: Doctor contracts are not required because they are all different in language, benefits and compensation but they can be helpful for retention data.

Mr. Maher: The cost for the assessment would be determined in a proposal prepared for the Board. The price would be very competitive and probably be in the neighborhood of \$50 - \$200,000.00.

Mr. Doss will work with the District general counsel as needed throughout the process.

Ms. Atkinson would like to see references from similar hospitals.

Ms. Reed had spoken to like hospitals regarding the Quorum assessment process.

Mr. Vento: Performance clauses are not included due to IRS rules.

Mr. Maher: From a management perspective doctor contracts can range from one to six years. Typical is two years because long-term contracts are not usually beneficial.

The Board could expect moving forward within 60-90 days if a proposal was acted on.

Mr. Maher: The assessment will have to review employee contracts that are in place.

Ms. Reed serves on the Corp. Board and would want to see as little disruption as possible for patients and employees.

Mr. Vento: If a managing agreement was requested of Quorum it would be advisory only and would provide no direct leadership. Such a contract would range from three to five years.

Ms. Reed called for a motion to proceed with a Quorum proposal. Ms. Atkinson provided the motion requesting a proposal. Dr. Smart added the Ad Hoc Lease Evaluation Committee will provide a scope of work for preparation of the proposal. Mr. McInturf provided the second and the motion passed 5-0.

#### **6. Board Comments and Request for Future Agenda Items:**

Hearing none.

#### **7. Next Meeting:**

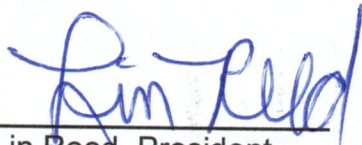
- Wednesday, July 27, 2016

Ms. Reed cannot be available on July 27 so requested the Board's pleasure to move the meeting to Wed. August 3<sup>rd</sup>.

The Board was in agreement to reschedule the next meeting to Aug. 3<sup>rd</sup> and Quorum Health anticipates they will be able to present a proposal to the Board at that meeting.

#### **8. Adjournment:**

Ms. Radford moved to adjourn the meeting at 7:49pm. Mr. McInturf seconded the motion and it passed 5-0.

  
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Lin Reed, President