



Regular Meeting of the Board of Directors
Monday, June 22, 2015
7:30-3:00p.m.
Mark Twain Medical Center Classroom 5
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 competent, professional and compassionate healing.

1. **Call to order:** The meeting was called to order at 7:35am by President, Peter Oliver, MD.
2. **Roll Call:** Present for roll call was Peter Oliver, MD; Lin Reed, MBA OTR/L; Ken McInturf; Randy Smart, MD and Ann Radford, FNP.
3. **Approval of Agenda:** **Action:** The agenda was approved by a vote of 5-0 with Ms. Reed making the motion with a second from Ms. Radford.
4. **Public Comment on matters not listed on the Agenda:** Hearing none:
5. **Consent Agenda:** **Action:** Dr. Oliver requested the financials be pulled from the consent agenda for further review. Ms. Reed made the motion to accept the rest of the consent agenda. The motion was seconded by Mr. McInturf and passed 5-0.

A. Un-Approved Minutes of May 27, 2015

B. Approval of April 2015 Financial Statements:

Dr. Oliver asked about the utilities. Mr. Doss stated the District is well within the 70% cap as set forth in the Sixth Amendment. Since utility cost fluctuate Ms. Reed requested the budget not be adjusted to reflect the current utility changes but to add the respective percentage to each monthly report so it will reflect the difference as mentioned on page 9 (April 2015 Financial Results). Ms. Reed moved to accept the financial report. The motion was seconded by Ms. Radford and passed 5-0.

C. Correspondence:

- Thank you letter from Peggy Harrington Lucas, VP of Philanthropy, MTMC Foundation (5-19-2015). Thanking the District for a donation to the Doris Barger Golf Outing on June 8, 2015.

- Janyce Maund's letter to the Editor, Calaveras Enterprise (5-15-2015):
- World Elder Abuse Awareness Day Certificate of thanks (6-15-2015):

6. Unfinished Business:

A. Physician Education Forum update: Dr. Smart recapped the June 3, 2015 Cardiac Testing Presentation by Courtney Virgilio, MD, FACC, FASE: Summary (pg 21) indicated the success of the event. Dr. Smart anticipates making a few changes to broaden the exposure and offering a fall event on the subject of diabetes.

B. ACHD Certification Process Update:

- MTHCD Policies and Procedures: **Action** *Board Policy No. 23 Regarding Requests for Public Funds, Community Grants and Sponsorships* update: Ms. Reed needed time to review Policy No. 23 and asked that this item be tabled until the end of the meeting.

7. New Business:

A. 2015-2016 Budget Presentation: **Action:** Mr. Doss reviewed the proposed budget line-by-line with the Board. Some budget items were highlighted by the Board to be decided this afternoon after Strategic Planning (see agenda item 11). Mr. Doss will research the possibility of reducing budget expense item 710.00 – Insurance by going with the firm of BETA.

Rick Jackson, auditor of TCA Partners is in the 3rd of 3 years so the District will have to go to bid next year for this service.

Considering HFS Consultant's services the Operational Consult Fees (new lease) budget may need another \$10K added.

Ms. Reed suggested joining and adding California Special Districts Association (CSDA) membership fees to the budget.

There was no public comment presented for this item.

B. HFS Report Regarding Angels Camp Property: Dr. Smart and Mr. McInturf reviewed the recommendation from HFS Consultants (May 26, 2015 email) listing the pros and cons of the District selling or leasing the Angels Camp property to the MTMC. Dr. Smart and Mr. McInturf stated it is a complex issue and they have no specific recommendation however they would be prepared to have a recommendation at the next Board meeting (closed session on July 22, 2015). Mr. Marks would like to see a decision expedited so the MTMC can start the building process for the Angels Camp property With a letter to the MTMCCB by July 28, 2015.

8. MTHCD Reports:

A. ACHD May Update: Ms. Reed reviewed the Board members should have gotten an ACHD budget by email. Ms. Reed would like to see all the Board members attend next year's annual meeting which will be held in Monterey. This year ACHD enjoyed one of their highest attendance records.

B. Executive Director Report: Mr. Doss mentioned the District's offices had moved into the Foundation Building which allowed space to add a Board member's desk including phone and lap top for their use.

The District had a 4 person team for the Doris Barger Golf Outing on June 8, 2015. Ms. Reed was not able to play but did attend in the 107 degree temps saying it was a very nice event.

Dr. Doss and Dr. Smart attended the World Elder Abuse Awareness Day presentation on June 15th where some 50-60 others also attended. The speaker did a good job to bring awareness to financial abuse and isolation issues that occur in Calaveras County.

Marti Crane mentioned it is difficult when extended family is in charge and can become rebellious to intervention on the behalf of the elder person. Dr. Doss added there are specific guidelines and protections for children but not so for the elderly.

C. Presidents Report: Dr. Oliver started by thanking the staff and Board members for the pace of their work over the last month. Dr. Oliver stated he and Mr. Doss meet most Wednesdays and encourages the Board members to text any topic they wish discussed. Dr. Oliver's goal is to seek a guest position for Mr. Doss on the MTMC Corp. Board.

- **MTMC Corp.** Dr. Oliver reported, starting in March, the Board has sent 4 letters to the MTMCCB in an effort to start the process of negotiating a new lease and a lease commitment to the Valley Springs Project. While he has verbal commitment to the letters no response has been verified in writing. Board members expressed a need for letters of commitment or an acknowledgement letter stating the process needed to commence negotiating. A letter of intent for Valley Springs is needed for the loan process and expect a response by June 30, 2015. The most recent letter (June 17, 2015) spells out specific information that is needed for fair market analysis of Management Services Agreement (MSA). Mr. McInturf thought this item would be on the MTMCCB June 23, agenda. Mr. Marks stated he had been out of town so just now seeing the June 17th letter. He suggests correspondence also include the MTMCCB members.
- The fifth letter will review legal concerns.

D. MTMC Corp. Board: Ms. Reed stated the MTMCCB meets on June 23, 2015 so she had nothing new to report.

Ms. Reed praised the medical staff and firemen that acted quickly to save a troubled burn victim.

9. Ad Hoc Committee Reports:

A. Real Estate:

- **USDA loan update for Valley Springs Project:** Mr. Doss reported the USDA loan has moved from the Stockton office to the Sacramento office and has two issues.

(1) An application requirement is for the Board to seek other financing.

Gary Hicks (G.L. Hicks Financial) and Mr. Doss met in Vacaville with Umpqua

Bank to review a loan package. Umpqua has also worked with the Calaveras County Water District (CCWD). Umpqua suggested USDA could provide a better loan option for the District so would not be making an offer.

(2) Gary Hicks and Mike Dean (Meyers/Nave Law Firm) are reviewing the MTMCCB Articles of Corporation and the Management Services Agreement (MSA) to define the relationship of MTMC and Dignity Health in an effort to determine who has authority.

Mr. Dean will draft a letter to assert our ability to repay a loan and control the building. Dr. Oliver would like to see the letter by July 1st. The next step is to go to the formal application process.

- **Valley Springs Property update:** Mr. Doss reported the formal application has gone to the Calaveras County Planning Dept. Two weeks ago the engineer and architect met with Caltrans regarding the Hwy 26 encroachment. The new representative for Caltrans is Carl Baker.

The seller, Mr. Stark, is back home and pushing for closure of the escrow which is about half way through a 60 day process and can be extended if need be. The \$44.5K deposit has been put into escrow and the contingencies have been addressed. Mr. Stark is the controller of the trust so can provide clear title to the 14 (+/-) acres. A formal reply will follow regarding the contingencies but we expect no surprises.

Dr. Oliver expressed the need to have an answer from the MTMCCB before the Board can move to purchase Mr. Stark's property. The next time the Board can consider the purchase is at the July 22, 2015 meeting.

Mr. Doss met with the Valley Springs Rotary, American Legion and the VS Business Association to describe the project which was favorably. In addition the Valley Springs News did a nice story on the project. Dr. Smart and Mr. Doss will be featured on the July 8th Calaveras Today show.

B. Lease Review: Dr. Oliver recapped that HFS Consultants had provided a list of needed items as mentioned in the June 17, 2015 letter to the MTMCCB. Once the MTMCCB provides those items HFS will review them. Mr. Marks thought he could have the information available within two weeks and report back to Mr. Doss prior to the next Board meeting. Mr. Doss reminded the Board there has to be a new lease. The current lease cannot be extended. There needs to be a clear understanding of (1) fair market value and (2) the legal side of the lease to move forward in creating a lease suitable to go to the voters in 2016. At the next meeting the Board wants to review other definitions.

10. Strategic Plan: Mr. Doss, Facilitator:

A. The MTHCD Mission, Vision Statement and Goals and Objectives were reviewed. After discussion suggestions were made and the updated items will be put on the July 22, 2015 Agenda.

B. Websites and Outreach: Ms. Reed would like to see a Telehealth video put on the web page. George Fry would like the Board to consider a homeless Veteran outreach program that would help the Vet's that need sleeping bags or money to clear their records.

C. Golden Health Awards: The awards ceremony is held in Feb. and is in partnership with the MTMC Foundation. The MTHCD pays for the awards and the meal is budget neutral. There was discussion on how to spend more time with the awardees. While the formal event is in Marti Cranes' words "fabulous" maybe a second event needs to be considered that is just for the awardees.

D. Real Property: Mr. Doss went over a drawing of the Valley Springs Project describing the medical center, entry and exit options as well as the build-out for phase one. In phase two the business development could include the possibility of a grocery store, a hotel as well as private physician suites. Ms. Reed suggested the need for assisted living. Dr. Oliver suggested high-density housing on residential portion of the property. Mr. Doss will inquire about zoning change.

E. Mr. McInturf praised the community for the huge scholarship support given to the Calaveras High School Seniors including the MTHCD iPad awards.

F. Revisit item 6.B: *Policy No. 23 Requests for Public Funds, Community Grants and Sponsorship.* **Action:** Ms. Reed outlined changes she recommended be made to Policy No. 23 then asked for Board approval. Dr. Smart offered the motion that was seconded by Mr. McInturf. The motion passed 5-0.

11. Revisit Item 7.A. 2015-2016 Budget: **Action:** Mr. Doss recapped the minor changes the Board had requested be made to the budget. Ms. Reed moved the budget be accepted. The motion was seconded by Ms. Radford and passed 5-0.

12. Study Session Topics: Hearing none

13. Board Comment and Request for Future Agenda Items: Hearing none.

14. Closed Session: (none)

15. Reconvene to Open Session:

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

16. Next Meeting: Wednesday, July 22, 2015

17. Adjournment: Ms. Reed moved the meeting be adjourned at 2:28pm. The motion was seconded by Mr. McInturf. Adjournment passed 5-0.

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