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Meeting of the Board of Directors
Wed. May 27, 2020
9am
Mark Twain Medical Center Classroom 5
768 Mountain Ranch Rd,
San Andreas, CA

Tele-Conference Meeting
Conference Call Information
(605) 475-2875
Code 4864697

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 at 9:06am order by Lin Reed, President.

2. Roll Call:

Board Member	Present	Absent / Excused	Time of Arrival
Ms. Reed	X		
Ms. Atkinson	X		
Ms. Sellick	X		
Ms. Al-Rafiq	X		
Ms. Toepel	X		

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3. Approval of Agenda: Public Comment – Action

Public Comment: Hearing None

Motion to approve: Ms. Al-Rafiq

Second: Ms. Toepel

Vote: 5-0

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

Public Comment: Hearing None

5. Consent Agenda: Public Comment - Action

A. Un-Approved Minutes:

- Un-Approved Finance Committee Meeting Minutes for April 22, 2020.
- Un-Approved Board Meeting Minutes for April 22, 2020.

B. Correspondence:

- Dr. Nussbaum, MD - GYN Waiver: (5-21-2020),

Dr. Smart: Appreciates the working relationship with Doug Archer, MTMC Pres. CEO (letter - pkt. pg. 17) requesting a Waiver of the Non-Compete Clause in the MTHCD & the MTMC lease (May 31, 2019) for the VSHWC.

Public Comment: Hearing None

Motion to approve: Ms. Atkinson

Second: Ms. Al-Rafiq

Vote: 5-0

6. MTHCD Reports:

A. President's Report:

• Association of California Health Care Districts (ACHD):

- ACHD May Advocate:

Ms. Reed: The 2020 annual fall meeting has been cancelled. Some education opportunities will be forthcoming. No CEO has been selected.

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- **Meetings with MTHCD CEO:**

Ms. Reed: CEO meetings with MTMC CEO and Zoom mtg. options.

B. MTMC Community Board Report:

Ms. Al-Rafiq: MTMC has experienced an April financial loss due to COVID but have received relief funds. Part of the loss is patients are forgoing their routine care appointments; Dr. McCoy is leaving June 1st. New doctors are coming on board in June and July. Dr. Friedman will be joining the Specialty Care Center; Drive-thru COVID testing will be available for the public and medical staff next week at the Fair Grounds. June 6th they will vote on increasing the Community Board to 8 members to secure a quorum at each meeting and expects to adjust to 9 members after COVID.

C. MTMC Board of Directors:

Ms. Reed: MTMC medical staff credentialing is clean and approved; the Board of Directors needs to approve adding a Community Board member(s). June 1st Arnold and Copper Clinics are to reopen. New Speech Therapist to come on board (.6 FTE) next Tues.

John Chivers MTMC CFO: MTMC is able to bill for virtual clinic visits under a different code however payments are \$92 instead of \$200 (+/-).

D. Chief Executive Officer's Report:

- **Donation Agreement – MTHCD to MTMC Foundation:** Public Comment - **Action:**

Dr. Smart: Went over the Donation Agreement (pkt. pg. 22) explaining the timelines and concerns for needing to renegotiate sections of the agreement to accomplish the best outcome for both parties.
Public Comment: Clarified parts of the agreement.

Motion to not approve the agreement as presented: Ms. Atkinson

Second: Ms. Toepel

Vote: 5-0

Motion to authorize Dr. Smart to negotiate the questionable items with MTMC, CEO: Ms. Selleck

Second: Ms. Al-Rafiq

Vote: 5-0

- **Cyber Security Assessment:**

Dr. Smart: An inhouse assessment was conducted with the District's IT vendor and changes have been made improving the fire wall at the District Office and training will take place at the June 3rd staff meeting.

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- **Robo-Doc:**

Dr. Smart: A new program is being developed with telehealth for our pediatric dept. to support Calaveras school nurses. The program is designed to keep kids in school.

E. Stay Vertical Calaveras:

Mr. Shetzline: The program was shut down in mid-March due to COVID. Thirty-eight classes were completed; two instructors are helping participants via on-line and phone. After COVID he still plans to open in West Point and Arnold. He has \$12,500 remaining to roll into the next year.

- **Area 12 Agency on Aging - Fall Prevention Program:**

Dr. Smart: Along with Tracey Sawyer are researching how the two agencies can partner to better serve the 5 counties of Area 12 Agency on Aging (Calaveras, Amador, Tuolumne, Mariposa, Alpine). Partnering to improve on fall prevention (Stay Vertical Calaveras), PT and OT. Tracey is in the process of hiring a coordinator to help with the prospects.

F. Valley Springs Health & Wellness Center:

- **Construction Finance:**

Dr. Smart: The USDA loan is still open and pending the punch list being completed to release the 10% retention.

- **VSHWC "Quality" Report:**

Dr. Smart: The survey questions are emailed the day after the encounter. Unexpectedly the older population is responding to the emails better than anticipated. The reports are particularly good. There is a plan to work on payer mix

- **Pharmacy – Room 400:**

Dr. Smart: The plans (pkt. pg. 30) are still at the County/permit stage. Ms. Pham is still very excited about the pharmacy project.

- **VS H&W Center – Draft Policies and Forms: Public Comment – Action**

- Policies - Valley Springs Health & Wellness Center:

Punctuation & Grammar Changes – Please Submit to District Office Staff.

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1. Revised – Flat Rate Fee Program:
2. Revised – Medical Records Forms and Fees:
3. Revised - Procedure Time Out:
4. New - Text Messaging & Social Media Communications:

Public Comment: Hearing None

Motion to approve: Ms. Sellick

Second: Ms. Toepel

Vote: 5-0

G. Ad Hoc Real Estate:

- **Update on Valley Springs Property - Phase II:**

Nothing new to report:

7. Committee Reports:

A. Finance Committee:

- **401k Program – Match Contribution:**

Dr. Smart: When designing the 401k program it was set up to do a match at the end of the fiscal year so the Board will decide an annual amount (suggested at 3-6%) at the June meeting.

Mr. Wood: The partial-year amount in the program is \$5,700 (+/-) so a 3-6% match would be small. However, caution is encouraged to consider a sustainable amount based on the budget in case the program becomes heavily used.

- **Board Stipend- Reporting 1099 vs W-2:**

Mr. Wood: Re: IRS Publication 963 Chapter 3. Currently each Board member receives a stipend (\$100/month) and those amounts are combined with travel/conf/mileage reimbursement amounts on a 1099. To be more compliant the District should switch to the W-2 which will only include the Board stipend.

- **Financial Statements (April. 2020):** Public Comment – **Action**

Mr. Wood: The tax revenues are as expected; the CAM charges have been agreed upon and billed; the balance sheet has been corrected and reformatted. There were no ill effects from the global financial loss that took place at the end of March and was corrected in early April.

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Public Comment: Hearing None

Motion to approve: Ms. Atkinson

Second: Ms. Toepel

Vote: 5-0

• **Budget 20-2021:**

Dr. Smart: Worked closely with Rick Wood, CFO and Kelly Hohenbrink, Consultant to generate the 20-2021 budget. He explained the structure of the budget (pkt. pg. 26-32); and will add an explanation to the budget narrative explaining the delay in collecting Clinic revenues which is the result of the CMS (Medicare) Region 9 not processing the Clinic's Medi-Cal number. July 1 begins the Cost Capture period for the Clinic. Grant considerations will need to be reevaluated for that period.

B. Ad Hoc Policy Committee:

Ms. Sellick: The next scheduled Policy Committee Meeting is June 10th at 8:30.

C. Ad Hoc Personnel Committee:Ms. Reed / Ms. Toepel

Nothing New to Report:

D. Ad Hoc Golden Health Community Grants Committee: Public Comment **Action:**

Ms. Sellick: Explained the process that lead to the selections made (pkt. pg. 64). After COVID she and Ms. Al-Rafiq plan to go visit the recipients and get pictures.

Public Comment: Hearing None

Motion to approve: Ms. Toepel

Second: Ms. Sellick

Vote: 5-0

8. Board Comment and Request for Future Agenda Items:

A. Announcements of Interest to the Board or the Public:

There needs to be a Special Board Meeting at 9am on June 1, 2020 to process the Nov. 3 Election documents.

B. Community Connection:

Hearing None.

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9. Next Meeting:

A. The next meeting will be Wednesday June 24, 2020 starting at 9am.

- The June meeting is currently scheduled to be in person with social distancing.

Define social distancing requirements i.e.: temperature check, required to wear a face covering and keeping a 6ft distance. Also refer to MTMC guidelines as the meeting would be in the MTMC Education Center

10. Adjournment: Public Comment – Action

Public Comment: Hearing None

Motion to adjourn at 11:12 am: Ms. Atkinson

Second: Ms. Sellick

Vote: 5-0



Debra Sellick, Secretary

Effective - Mar 17, 2020.

California Gov. Gavin Newsom issued [Executive Order \(N-29-20\)](#), which, in part, supersedes Paragraph 11 of Executive Order (N-25-20) issued on Thursday. The new Executive Order excuses a legislative body, under the Ralph M. Brown Act, from providing a physical location for the public to observe and comment if certain conditions are met. A physical location does not need to be provided if the legislative body:

1. Holds a meeting via teleconferencing and allows members of the public to observe and address the meeting telephonically or otherwise electronically;”
2. Implements a procedure for receiving and “swiftly resolving” requests for reasonable modification or accommodations from individuals with disabilities, consistent with the Americans with Disabilities Act, and resolving any doubt in favor of accessibility.
3. Gives advance notice of the public meeting and posts agendas according to the timeframes and procedures already prescribed by the Brown Act (i.e. 72 hours for regular meetings and 24 hours for special meetings) and
4. Gives notice of the means by which members of the public may observe the meeting and offer public comment, in each instance where notice or agendas are posted.

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