



**MARK TWAIN  
HEALTH CARE DISTRICT**

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**Special Meeting of the Board of Directors  
Wednesday January 30, 2019  
7:30 am**

**Mark Twain Medical Center Classroom 2  
768 Mountain Ranch Rd,  
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 Lin Reed, President at 7:34am.

#### **2. Roll Call:**

Present for roll call was Lin Reed, MBA OTR/L; Ann Radford, FNP; Susan Atkinson, MSW; Debbie Sellick CMP and Talibah Al-Rafiq.

#### **3. Approval of Agenda: Action**

Ms. Al-Rafiq moved to approve the agenda. With Ms. Sellick's second the motion passed 5-0.

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

Ms. Crane: Thanked the Board for their support of the Volunteer Center in San Andreas; she announced the Sweetheart Supper on Feb. 9<sup>th</sup> starting 6pm at the new VS Vet's Hall which is a fundraiser for the Volunteer Center.

#### **5. Consent Agenda: Action**

##### **A. Un-Approved Minutes:**

- Un-Approved Finance Committee Meeting Minutes for December 12, 2018
- Un-Approved Special Board Meeting Minutes for December 19, 2018

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Ms. Radford moved to approve the Consent Agenda. Ms. Sellick's provided her second and the motion passed 5-0. Ms. Radford moved to approve the Consent Agenda. Ms. Sellick's provided her second and the motion passed 5-0.

## **6. Election Results:**

### **A. Resolution 2019 – 01: Action**

- **Accepting the Canvass of the Nov. 6, 2018 General Election:**

Dr. Smart: mentioned the need for Resolution 2019 -01 (pkt. pgs. 15) and drew attention to the Canvass (pkt. pgs. 20-21) and Certificates of Election for four of the five Board members.

Ms. Radford moved to approve **Resolution 2019 – 01**. Ms. Sellick provided her second. A roll call vote was conducted with the following Board members responded in the affirmative; Ms. Al-Rafiq, Ms. Sellick, Ms. Atkinson, Ms. Radford and Ms. Reed. No one was absent and there were no negative votes recorded. The resolution will be filed with the Calaveras County Elections Office.

## **7. Oath of Office:**

Dr. Smart: Thanked the Board for their continuing service to the District and how they should be proud of the work they are doing for the County of Calaveras; he then administered the Oath of Office to Board Members Lin Reed, Ann Radford, Debbie Sellick and Talibah Al-Rafiq.

## **8. Election of Officers: Action**

Ms. Reed: Opened discussion on how best to proceed with the election (2-yr term) of Board Officers.

Ms. Radford: Considering the importance of what the Board is doing at this time she would like to see the Officers remain the same.

Ms. Sellick: Would also like to keep the Officer team the same.

Ms. Atkinson moved to appoint Ms. Reed to continue as President because she has a great deal of District history and provides good leadership. Ms. Sellick provided her second and the motion passed 5-0.

Ms. Sellick moved to appoint Ms. Radford as Secretary. Ms. Atkinson provided her second and the motion passed 5-0. Ms. Radford moved to appoint Ms. Atkinson as Treasure Ms. Sellick provided her second and the motion passed 5-0.

Ms. Reed: Announced her committee chair appointments as follows; Finance Committee, Ms. Atkinson, Treasurer; Personnel Committee, Ms. Al-Rafiq; Community Grants Committee, Ms. Radford; Policy Committee, Ms. Atkinson; Real Estate Committee, Ms. Al-Rafiq; Ms. Reed will continue to chair the Lease Review Committee which is nearing an end. Ms. Reed, as President will remain on the MTMC Corp. Board and Ms. Atkinson will continue her position as well.

Ms. Radford moved to approve all appointments. Ms. Al-Rafiq provided her second and the motion passed 5-0.

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## 9. MTHCD Reports:

### A. Presidents Report:

- **Association of California Health Care Districts (ACHD):**

Ms. Reed: Attended the ACHD Leadership Academy; Dr. Smart spoke during the event about risk assessment and transaction of hospitals. The outlook for California is good considering the Governor's push for health and human services; the Attorney General gave a plug for youth; the annual Legislative Day event will be held in April.

Ms. Al-Rafiq: Attended the sexual harassment session and learned many times what might not seem offensive to one just might be offensive to another person i.e.: touching; she was also pleased to see the Governor's cabinet in place before he took office, so he was ready to govern on day one.

Ms. Reed and Ms. Radford have formed an Ad-Hoc Committee to work on the ACHD Re-Certification for Best Practices in Governance.

Ms. Reed: Is seeking ideas to support ACHD as their funds run out in (approx.) five years.

### B. Executive Director Report: Action

Dr. Smart: Asked for the Board's input on the 40 policies presented in this agenda; Ms. Duncan, Consultant, is working on a filing and numbering system; the clinic will not be offering EKG-Welch Allyn services so Draft item 38 will be extracted.

- **VS H&W Center - Draft Policies:**

1. DRAFT Crash Cart 111218
2. DRAFT Consents for Treatment-Guidance 111118

**Amend: (pkt. pg. 31) Minors: item a. add the word "Armed" to read United States Armed Forces.**

3. DRAFT Audiogram - Threshold 111118
4. DRAFT Aseptic Procedures 111218
5. DRAFT Adverse Medication Reaction 111118
6. DRAFT Abnormal Vital Signs 111118
7. Copy of Table of Contents
8. DRAFT Visitors and Relatives 111218
9. DRAFT Vendor Visitor Management 111218
10. DRAFT Supply Outdates 111218
11. DRAFT Supply Ordering 111218
12. DRAFT Sterile Supplies and Instruments 111218
13. DRAFT Sterile Shelf Life 111218
14. DRAFT Staff Meetings 111218
15. DRAFT Service Animal 111218

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**Amend: (pkt. pg. 57) Definitions: 3<sup>rd</sup> paragraph. Change attach to “attack”.**

- 16. DRAFT Registering Patient Complaints 111218
- 17. DRAFT Quality Assurance Performance Improvement Plan 111218
- 18. DRAFT Quality Assurance Guidelines 111218
- 19. DRAFT Product and Device Recall 111218

**Amend: (pkt. pg. 66) Item 4. Delete “ at end of sentence.**

- 20. DRAFT Primary Authority Over Clinic Operations 111218
- 21. DRAFT Pulse Oximeter 111218
- 22. DRAFT Processing X-Ray Requests 111118
- 23. DRAFT Procedure Time Out 111118

**Amend: (pkt. pg. 70) Objective: Last sentence is split and needs to be re-joined.**

- 24. DRAFT Preventative Services - Adults 111218
- 25. DRAFT Prescription Refills 111218
- 26. DRAFT PPD Test Results 111118

**Amend: (pkt. pg. 76) Procedure: Item 1. Change planted to read “placed”. Ad the word “No” to read “.....no sooner than 48 hours and “no” later than 72 hours.....”**

- 27. DRAFT Nebulizer Treatment 111218
- 28. DRAFT Injection Intramuscular 111218
- 29. DRAFT Initial Patient Contact and Medical Emergencies 111218
- 30. DRAFT Informed Consent 111118
- 31. DRAFT HIV Testing 111118

**Amend: (pkt. pg. 86) Individual Testing: Item 1.a. Change the word than to “that” to read Inform the patient that an HIV test is planned.**

- 32. DRAFT Follow-up of Patients 111218
- 33. DRAFT Follow Up Calls 111218

**Amend: (pkt. pg. 91). Item 7. a. All transfers. (by ambulance and /or private car) need to be expanded to fit Calaveras County needs.**

- 34. DRAFT Flu Shots 111218
- 35. DRAFT Eye Medication - Dispensing 111218
- 36. DRAFT Eye Irrigation 111218
- 37. DRAFT Emergency Situation Unresponsive Patient 111218
- 38. DRAFT EKG - Welch Allyn

**Amend: Extract:**

- 39. DRAFT Culture Transmittal 111218
- 40. DRAFT Critical Alert Value Notification 111118

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Ms. Atkinson moved to approve policies (item numbers 1-37 and 39-40) as amended. Ms. Radford provided her second and the motion passed 5-0.

- **Strategic Plan Matrix (Last Updated 12-1-2018):**

Nothing to report.

- **iPads:**

Dr. Smart: Board of Directors iPad Usage Policy Number 29 has been approved and the agreement has been signed for Ms. Radford and Ms. Atkinson to be issued an iPad today.

- **Resolution to 2019-02: Action**
  - **Resolution to Authorize the Executive Director to sign contract with (CHC) Community Hospital Corp:**

Dr. Smart: Explained the District will be paying for IT services, utilities and equipment at the VS H&W Center and that the District has been exploring a discount through USAC funds which are collected and detailed on most of our phone bills. The District can contract with Community Hospital Corp to apply for eligibility to discounts up to 65%. If the District receives the grant funds it will be after the purchase of items have been made; he has researched CHC and is asking the Board's approval to pursue the option which would be for three years.

Ms. Atkinson moved to approve **Resolution 2019-02**. Ms. Al-Rafiq provided her second. A roll call vote was conducted with the following Board members responded in the affirmative; Ms. Al-Rafiq, Ms. Sellick, Ms. Atkinson, Ms. Radford and Ms. Reed. No one was absent and there were no negative votes recorded.

Dr. Smart: Has contacted the MTMC in hopes they would apply for the funds as well. With the new lease it would help the District over the next five years to save additional money while paying the MTMC utilities.

### **C. Corp. Board Report:**

Ms. Reed: Larry Phillip is still serving as interim CEO and received Corp authorization to sign the Dignity Health lease documents; Chris Roberts left the CFO position effective yesterday; his duties will revert to Mr. Krieg and Dave Yeager; new CEO interviews took place yesterday with Dave Woodhams herself and Ms. Atkinson participating; Dr. Griffin will be offering a package to a candidate; if accepted a reception will be held in his honor; Dr. Fatma Haney, Pediatrician from New Mexico, was interviewed, well liked and is now working at the Arnold and Angels Camp Clinics; the Dignity Health and CHI merger is complete and will be known as CommonSpirit Health; the hospital got a three-star rating from CMS; the Veterans Administration underpays MTMC so Chris Roberts took the project on to receive some \$700k in back monies; thanked Gary Spaugh for working with the

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District in securing another 30-yr lease in addition to the extensive work and effort from Karl Silberstein (retired Jan 11, 2019) as the process was long, complex and very important.

Ms. Atkinson: Requested more pictures of the new Angels Camp Clinic construction as it sits above street-level and has a fence around it which makes it hard to see progress.

**D. Stay Vertical Calaveras:**

Mr. Shetzline: Described the Stay Vertical program as busy and the classes are getting bigger; he mentioned some materials he is using in training instructors; Calaveras Title has re-opened as Better Together Fitness and will have classes; often times he will see adult children bring an elderly parent but no little children are included in the program; his power point depicted Timed Up to Go (TUG) by Pinnacle Physical Therapy with remarkable improvement in the 85 yr.-old person.

**E. Ad Hoc Real Estate:**

- **Physician Recruiting Contract:** Action.....Dr. Smart

Dr. Smart: Has been researching a recruiting service to help locate physicians for the clinic; a well know organization is Cejka Search which on average needs 152 days to complete an assignment; he has received a second draft agreement from Tom Hoecker however he feels additional negotiating needs to be done before the Board acts on the contract; he will likely need to call a special Board meeting to avoid postponing consideration until the Feb. 27<sup>th</sup> Board meeting; the agreement has an activation fee then a monthly cost both of which was unforeseen during the budget process; there is no cost if the District finds a suitable candidate; the competition pays a \$300 sign-on plus \$250/yr. plus 401k and benefits to include a 7-yr commitment; he is requesting a Special Board Meeting on Wed. Feb 6<sup>th</sup> to consider the agreement.

Ms. Reed: Expressed a favorable history with Cejka Search.

Ms. Atkinson: Dr. Smith, CMO for the MTMC is using the Cejka Search for an oncologist.

Ms. Radford, Ms. Atkinson and Ms. Al-Rafiq indicated they could make the Feb. 6<sup>th</sup> meeting.

- **Update on the Valley Springs Health & Wellness Center:**

- **Project Manager:**

Mr. Van Lieshout: The project is looking impressive and creating a lot of local excitement; contractual there are 160 days left; the site is weatherized (dirt) so construction can continue even in wet weather.

Dr. Smart: Last Saturday there were 15 workers on site compared to a sister project with mirrored time, size and design features is now delayed 90 days waiting for fabrication; there is a site meeting each Thurs. at 1pm; Industrial Relations has contacted the District to ensure prevailing wages are being paid so a ream of paper was sent to comply.

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Mr. Van Lieshout: The Carpenters Union has consistently monitored Diede Construction projects regarding prevailing wages.

- **Operational:**

Dr. Smart: Has signed with Athena Health for their Electronic Medical Records (EMR) services and training sessions will be weekly in a WebEx format; he has a weekly conf. call with Kelly Hohenbrink & Cheryl Duncan; currently there has been discussion on HR options and other needs of the clinic i.e. business manager, CEO; the three of them will do the interviews for part time hiring to start in March.

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

Nothing to report:

## 10. Committee Reports:

### A. Finance Committee:

Ms. Atkinson: The ad is circulating to find a volunteer with financial strengths to serve on the Finance Committee. She would like to see several to choose from before selecting.

- Financial Update:

Ms. Atkinson: Is pleased to have all the District's finances in house under the direction of Mr. Wood and staff.

- Financial Statements (Dec. 2018) Recommendation-Approval: **Action**

Mr. Wood: In addition to the credit card statement the District will be seeing more information as the VS H&W Center starts up; for now, there is more clean-up to do on the balance sheet; while most of the journal entries will not be needed in the future he will include labeling on those that are necessary;

Dr. Smart: Will review the investment report that will go to the Finance Committee; he is glad to see the US Government open for business again so the USDA Funds will be available; reminder that the budget is hard to understand because it was built on the leased being completed which likely won't happen until the end of Feb.

Ms. Reed: Suggested the State Treasurer's report, completed by Mr. Wood, be include in the Feb. Consent Agenda.

Ms. Radford moved to approve the December financials. Ms. Sellick provided her second and the motion passed 5-0.

- **Investment Activities:**

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Mr. Wood: The District's property tax check (\$595k) was received, deposited and transferred to receive a higher return; the District will be compelled to stay with Bank of Stockton so long as there is the USDA loan; he finds it refreshing to work with a board that works so well together.

- **Draft Debt Policy No. 32:** Action

Ms. Atkinson: The Debt Policy has been around and reviewed by Mr. Wood as well as the Finance Committee. It's now ready for Board consideration.

Ms. Radford moved to approve the Debt Policy. Ms. Atkinson provided her second and the motion passed 5-0.

- **USDA Loan Payments:** Action

Dr. Smart: While the US Government was shut down so was USDA so loan payments could not be transferred; after conferring with Mr. Wood and legal he paid the Jan. 2019 construction payment (\$214k (+/-) to avoid a work stoppage; The US Government opened for business again Jan 25th allowing USDA to authorize the \$214 pmt. The next amount due is \$314k (+/-); per USDA payments will be processed but to prepare for another shut down in three weeks; up until the Govt. shutdown he was hand carrying the payments to the job site when due to promote continued progress which has gained him kudos as many other agencies are 660-90 days in arrears when payments are due .

Ms. Atkinson suggested the Board authorize the Ex. Dir. to make an additional payment if necessary, to avoid further delays in construction payments due to the Government shut down.

Ms. Al-Rafiq moved to authorize Dr. Smart to make an additional construction payment if the government were to shut down again. Ms. Radford provide her second and the motion passed 5-0.

#### **F. Ad Hoc Lease Review Committee:**

- **Resolution 2019 – 03:** Action
  - **Resolution to Approve the New Lease & Related Transaction Documents between MTHCD and Dignity Health:**
    - ❖ Pre-Lease Agreement:
    - ❖ Lease Agreement:
    - ❖ Supplemental Property Agreement:
    - ❖ Equity Transfer Agreement:
    - ❖ Lease Termination Agreement:
    - ❖ Valley Springs Letter (Valley Springs Health & Wellness Center):
    - ❖ By-Laws MTMC Corporation:
    - ❖ By-Laws MTMC Community Board:
    - ❖ Closing & Incumbency Certificate
    - ❖ MTMC Third Amended & Restated Articles of Incorporation

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Dr. Smart: It has taken a year to transition from the term sheet to working documents; the CHI merger is to close tomorrow 1-31-2019 so it seems fitting this Board will review the document for the next 30-yr lease; for accounting purposes the expected close will be Feb. 28<sup>th</sup> because it affects the financial records; still to come is a check-list of items that need to be done; he will do a post closure check-list the district is required to notify the State Attorney General wit/in 30 days of closing;

Ms. Reed: Thanked everyone who had contributed a part in the lease negotiations by saying all parties were fully committed on both negotiation teams; everyone was respectful; Karl Silberstein was compelling and effective throughout the procedure; Gary (Spaugh) brought into the negotiations a kinship from the last lease; Dr. Griffin was a player during many parts of the process as well.

Ms. Al-Rafiq moved to approve, **Resolution 2019 – 03**, the Dignity Health / Mark Twain Health Care District lease agreements. Ms. Atkinson provided her second. A roll call vote was conducted with the following Board members responded in the affirmative; Ms. Al-Rafiq, Ms. Sellick, Ms. Atkinson, and Ms. Reed. Ms. Radford abstained. No one was absent and there were no negative votes recorded.

Mr. Spaugh: Was proud to have been a part of what turned out to be a tough negotiation process; Dignity thought the MTHCD took some strong positions to fully represent the interests of the residents of Calaveras County.

#### **G. Ad Hoc Policy Committee:**

Ms. Atkinson: There was no Dec. meeting; the next meeting is scheduled for Feb. 6<sup>th</sup>; the Reserve Policy No. 30 will be reviewed.

#### **H. Ad Hoc Community Grant:**

Ms. Radford: Ads are in the paper regarding the Community Grant; she plans to reschedule the site visits.

Ms. Cole: The Chamber has circulated the information as well.

Ms. Crane: Invited the Committee to visit the Volunteer Center in SA.

#### **11. Board Comment and Request for Future Agenda Items:**

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

Hearing none.

#### **12. Next Meeting:**

**A.** Special Board Meeting will be on Wed. February 6, 2019.

**B.** Regular Board meeting will be on Wed. February 27, 2019.

#### **13. Closed Session: Personnel Exemptions §54957 - Public Employee - CEO for VS H&W Center:**

The Board moved into Closed Session at 9:58am.

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**14. Reconvene to Open Session:**

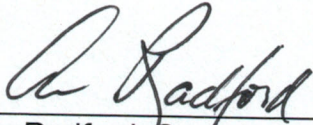
**A. Report of Action taken (if any) in Closes Session:**

The Board reconvened to Open Session at 11:04am. Reportable action per Ms. Reed, President was regarding the position of CEO for the VS H&W Center as follows;

Ms. Sellick moved to extend the Executive Director position to include Chief Executive Officer duties to manage the VS H&W Center and to change the position from part time to full-time. Ms. Reed will work with legal to develop a job description including both job duties. Ms. Atkinson provided her second and the motion passed 5-0.

**15. Adjournment: Action:**

Ms. Atkinson moved to adjourn the meeting at 11:10am. Ms. Radford provided her second and the motion passed 5-0.



Ann Radford, Secretary

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