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Special Meeting of the Board of Directors  
December 13, 2017 at 7:30am  
The Chesebrough Room  
Calaveras County Main Library  
1299 Gold Hunter Rd  
San Andreas, CA 95249

## 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 at 7:34am by President Lin Reed.

#### 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. Ms. Radford provided her second and the motion passed 5-0

#### 4. Public Comment on Matters Not Listed on the Agenda:

Hearing none.

#### 5. Community Presentation:

Dr. Smart: Gave out a thank you for all that was in attendance. Since Adventist Health has decided to not continue in the process at this time he would be addressing the option of the hospital being run independently and then Dignity Health would be giving a presentation. The Dignity team has prepared and both sides have signed an amendment to the exclusive Non-Disclosure Agreement, so the terms of the Dignity proposal will be presented.

#### • **Introductions / Purpose of the Meeting:**

Ms. Reed: Thanked everyone for coming and explained this meeting would be a study session and there were no action items on the agenda. She introduced each of the Board members. She also introduced the Dignity Team of Gary Spaugh who was Sr. VP and a key in the first lease process with St. Joe's Hospital in 1989. More recently he has been pulled out of retirement to be a participant in the current lease negotiations. Karl Silberstein, Sr. VP of Dignity's 39 hospitals will review the term-sheet of the proposed new lease agreement. Also attending was Bob Diehl, CEO of MTMC.

- **Guidelines for the Session:**

Dr. Smart: Requested the audience hold their question(s) until the presenter calls for Q & A because it is likely their question(s) will get answered in the presentation.

- **Public Agency and Ballot Campaigns:**

Dr. Smart: The Board may appear to be apathetic to the process however by law they cannot promote a measure. They can only educate.

- **Quorum Report:**

Dr. Smart: Was better described as a feasibility report to determine if the hospital could be run independently as it was prior to the 1989 lease. The information gained indicated it would be risky and cost approx. \$69million. Even if such items as seismic upgrades were postponed the District would have to have (approx.) \$35million which it doesn't have. Dr. Smart: Answered questions from the audience.

- **Dignity Health Proposal:**

The Dignity Health team took turns presenting the information about the strength of Dignity and how it would be a good fit to engage in another lease with MTMC. Their emphases were on the quality of care at MTMC; the fact that 27% of rural hospitals have closed; MTMC equates to a \$35million payroll to the community.

- **Discussion and Comments:**

Dr. Smart: The District is bound to meet certain requirements of which the legal team is working on. The goal is to have all those requirements satisfied so the Board can vote on a resolution that needs to be presented to the Elections Office no later than Jan. 26, 2018 to be eligible for the June Primary election. The next option would be the Nov. General election. To do a special election would cost upwards of \$80k.


Dr. Smart: After the meeting will make the Dignity Proposal information available to the public.

## 6. **Next Meeting:** January 24, 2017

Ms. Reed had to leave the meeting handing over her duties to the Board Secretary.

## 7. **Adjournment:** Action:

Ms. Radford, Secretary, called for a motion to adjourn the meeting at 9:52am. Ms. Atkinson moved to adjourn. Ms. Al-Rafiq provided her second and the meeting was adjourned with a 4-0 vote.

  
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Ann Radford, Secretary