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**Special Meeting of the Board of Directors**  
**Wednesday November 29, 2017**  
**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 President Lin Reed at 7:30am

#### **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. Radford moved to approve the agenda. Ms. Atkinson provided her second and the motion passed 5-0.

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

Ms. Reed: Read the following paragraph.

The purpose of this section of the agenda is to allow comments and input from the public on matters within the jurisdiction of the Mark Twain Health Care District not listed on the Agenda. (The public may also comment on any item listed on the Agenda prior to Board action on such item.) **Limit of 3 minutes per speaker.** The Board appreciates your comments however it will not discuss and cannot act on items not on the agenda.

Marti Crane: Thanked the Board for their many years of passion and commitment.

Genevieve Dominguez: Has worked at Adventist Health and glad to be back at MTMC. She acknowledged the Board has a difficult decision to make and hopes the affiliation remains Dignity.

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

All Consent items are considered routine and may be approved by the District Board without any discussion by a single roll-call vote. Any Board Member or member of the public may remove any item from the Consent list. If an item is removed, it will be discussed separately following approval of the remainder of the Consent items.

- Un-Approved Meeting Minutes for October 25, 2017 Board Meeting.
- Un-Approved Special Board Meeting Minutes for Nov. 1, 2017
- Un-Approved Special Board Meeting Minutes for Nov. 15, 2017
  
- Correspondence: Two Petitions (received by Board Nov. 1, 2017)

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

## **6. New Business:**

- **Child Counseling Advocacy Center:**

Dr. Smart: Introduced Kelli Coane, Chief, Admin. Dir., District Attorney Barbara Yook and Brad Jones, Deputy District Attorney as representatives of the Children Counseling and Advocacy Center in San Andreas.

Ms. Coane: Provided a hand out and told about her experience at a Dallas, TX conference that had an amazing model to support advocacy, counseling and support to children and families. The program provided long term therapy and included the criminal process, so the courts could have better outcomes in prosecution of offenders. Inspired by the model she applied for a grant to serve 50 local children and now a year later the program serves 150 children. The program needs more space and a friendlier environment to address the criminal process which is fragmented.

Ms. Yook: A program Ms. Coane has is very unique especially to a rural community. The emphasis is to protect the child through the legal process and to prosecute an offender when necessary. Currently the procedure is often delayed, clinical, and uncomfortable for the child. The system allows for one interview which must be calendared and often takes the child out of school. Ideally it would be a one-stop event, so the child could be interviewed immediately and in a comfortable location without added trauma. The program is looking for that kind of location and has state of the art equipment to install to conduct the proper interviews.

Ms. Reed: The District has a freshly painted turn-key home in VS that is vacant and would be suitable for this kind of a program. The property is adjacent to the proposed location for the VS clinic, is mortgage free.

Board Members: Took turns expressing the same passion for the program to help children. The children would receive resources and counseling in a home environment and would have a place to play.

Ms. Yook and Ms. Coane: Have visited the home and find it well suited to their needs and can install the necessary equipment and begin services.

Dr. Smart: Legal has prepared a draft lease (3-year) with a value of \$1,700 - \$1,800/month. The district could lease the property to the program for \$750/month. That would allow \$1,000/month to meet like-kind requirements for grant(s).

## 7. MTHCD Reports:

### A. Presidents Report:

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

Ms. Reed: Suggested everyone review the ACHD website for upcoming events. Dec. 14th ACHD has a webinar scheduled regarding web site compliance.

### B. Executive Director Report:.....Dr. Smart

- **Streamline:**

Dr. Smart: The District is in the process of transitioning to a new web site which will newer and can monitor compliance issues. With so much going on no date has been set to go live.

- **USDA-Distance Learning Grant Update:**

Dr. Smart: Is working with Dr. Smith on the \$100k grant through Sierra Nevada Memorial which is managing the complicated process. There is a \$30k match that he will discuss with Mr. Diehl and Dr. Smith. The funds need to be spent by Sept 2018 and can could be split with the hospital and clinic. More meetings will be forthcoming in hopes to bring it to the Board in Feb or Mar.

- **Paschal – Roth Update:**

Dr. Smart: The Board is looking at the contract and considering long-term goals.

- **Strategic Planning Meeting - Feb 2017**

Dr. Smart: Has been researching possible presenters that could lead the strategic plan meeting. He's searching for a facilitator to help the District plan for the next 5 years.

### C. Corp. Board Report:

Ms. Atkinson: Reflected the following; Dr. Atwal is now Board Certified; oncology and the SA Clinics are both above budget and doing well; Chief of Nursing reported 100% ER patient satisfaction rate.

Ms. Reed: Dr. Sean Anderson has been on the Corp Board for 6 months and he'll be missed. Since this was his last meeting he was presented a plaque for his years of service at MTMC; financially Oct showed a \$1 (+/-) million loss partly because surgery is off budget and some charges weren't posted. Looking for Nov. to be a better payor mix; clinic visits are up from a year ago; two doctors and 3 mid-levels were added in Oct; she attended the Angels Camp Planning meeting wherein the Angels Camp Clinic was approved, and she expects to see more telemedicine when the contract is revised so it will reduce the cost of the program.

- **Diabetic Clinic – Partnership: Action:**

Mr. Diehl: Requested an agenda item to ask the Board for support of the Diabetic Clinic Program.

Ms. Reed: Provided some history on the program as starting and being funded on her 1<sup>st</sup> year as a Board member. She suggested partnering with public health or it could be considered through the District's Grant program.

Ms. Radford: Would like to see it travel to the clinics to make it more accessible.

Ms. Sellick: Because diabetes has a lot to do with lifestyle she would like to see exercise included in the program.

Ms. Crane: Echoed the same using her sister as an example of success.

Ms. Atkinson: Referrals come from the clinics and the clinic visits are increasing. She also suggested looking at the contract and see how it is currently funded.

Mr. Diehl: Thanked the Board for their suggestions and will look into the options.

## **8. Committee Reports:**

### **A. Finance Committee:**

Mr. Krieg: The bottom line showed a profit of \$32,686 and the minority interest was down \$680k for the month.

Ms. Atkinson: Referenced (pkt. pg. 49-50) being split 50/50 MTMC and District at the end of the lease.

Dr. Smart: Reported a \$9k savings because Ms. Atkinson's requested he negotiate with Dave Robeson of HFS / Wipfli who is working on the FMV assessment.

- **Investment Policy Update:**

Ms. Atkinson: She and Ms. Radford are still working on the investment policy.

- **Reimbursement Policy Update:**

Ms. Atkinson: She and Ms. Radford have almost completed the reimbursement policy and plans to see it on the Jan. Finance committee agenda. The two are also working on a policy to invite a community member to sit on the finance committee.

**Announcement:**

Ms. Reed: Seeing some of the audience needing to leave made the following announcements; An opportunity to hear the latest District updates are as follows;

November 30 at 6pm, Dr. Smart will be speaking at Independence Hall in Arnold on the history of MTMC, the current and new lease. She and Ms. Atkinson plan to attend.

Monday, Dec. 4<sup>th</sup> - two employee forums - 7:30am and noon in the educational center.

Wednesday, Dec. 13 – Study Session – 7:30am - Dignity Health will be present to answer questions about their proposal. Location is the SA Library.

- **Recommendation for Approval of October 2017 Financial Statements: Action**

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

**C. Ad Hoc Lease Committee:**

Ms. Reed: Recently the District and Dignity have been having fruitful meetings but are still under an exclusive NDA so can't share the particulars of the term sheet.

**D. Ad Hoc Grants Committee:**

- **Update on Sponsorships:**

Ms. Atkinson and Ms. Radford: Reflected the success of the Oct. "Mammo-GLAM." for ladies' health issues and "Movember" which was earlier this month to bring attention to men's health needs. The success was a great turn out and Ms. Radford writing an additional 5 mammogram orders.

- **Update on Grant Applications and Sponsorships:**

Ms. Radford: Early next year the Committee expects to get applications starting the process.

## **E. Ad Hoc Real Estate:**

### **o Update on Valley Springs Clinic:**

Dr. Smart: Yesterday there were 12 participants on a USDA conference call and all are in synch with the project. There will be more discussion on the letter of conditions at a planned USDA meeting here on Jan 9<sup>th</sup>.

#### **▪ Architect:**

Dr. Smart: Aspen St. Architects will provide a contract instead of using a template.

#### **▪ CHFFA Grant:**

Dr. Smart: Through the State Treasurer's Office the CHFFA Grant is alive and well and was designed as a life-line to help with funding for clinics in rural areas. He intends to apply in Jan. 2018. It could assist in funding furniture or equipment for the VS Clinic.

#### **▪ Opinion of Probable Costs:**

Mr. Krieg: Referenced (pkt. pg.58) as being updated to reflect the scaled down version of the project.

### **o Update on Rental Home / Property:**

Dr. Smart: The rental clean-up will be completed by mid-Dec. and is coming in under budget. He encouraged the Board members to go see the transformation the property has made at their convenience.

### **o Phase II:**

Ms. Al-Rafiq: Has been researching other options for the property adjacent to the VS Clinic referred to as Phase II. Some considerations are assisted living for senior, or assistance for veterans.

Dr. Smart: The Committee met with developers who are knowledgeable in these areas. He's most excited about an upcoming meeting with a veteran's group that recognizes Calaveras County has a veteran population of 15%.

Ms. Radford: Sees patients with real needs for PTSD assistance.

Ms. Sellick: Speaking from personal experience sees a real need for assisted living for the elderly.

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

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

November 30 at 6pm, Dr. Smart will be speaking at Independence Hall in Arnold on the history of MTMC, the current and new lease. She and Ms. Atkinson plan to attend.

Monday, Dec. 4<sup>th</sup> - two employee forums - 7:30am and noon in the educational center.

Wednesday, Dec. 13 – Study Session – 7:30am - Dignity Health will be present to answer questions about their proposal. Location is the SA Library.

The Board has Dec. 15 and 18<sup>th</sup> saved in case a meeting is needed.

**10. Next Meeting:**

A. Because of Christmas holiday there will not be a meeting on December 27. If there is a need for a meeting in December it will be posted in the usual manner.

**11. Closed Session:**

When the Board moved to Closed Session (9:04am) Ms. Radford excused herself.

A. Conference with Real Property Negotiators (Govt. Code section 54956.8). Property: Mark Twain Medical Center, 768 Mt. Ranch Road, San Andreas, CA. Agency Negotiator: Lin Reed, President Chair of the Board. Negotiating parties: Mark Twain Medical Center, Inc.; Dignity Health, Inc.; Adventist Health. Under negotiations: Price and Terms of Lease.

**12. Reconvene to Open Session:**

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

The board moved back into open session stating there was no reportable action taken in closed session.

**13. Adjournment: Action:**

Ms. Al-Rafiq moved to adjourn the meeting. Ms. Sellick provided her second and the meeting was adjourned at 10:06am.

  
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Ann Radford, Secretary