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**Special Meeting of the Board of Directors
Wednesday December 18, 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”.

Call to order:

The meeting was called to order by President, Lin Reed at 7:32am.

Roll Call:

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

Approval of Agenda: Public Comment - **Action**

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

Public Comment on matters not listed on the Agenda:

Hearing none.

Consent Agenda: Public Comment - **Action**

A. Un-Approved Minutes:

- Finance Committee Meeting Minutes for Nov. 13, 2019.
- Un-Approved Special Board Meeting Minutes for Nov. 20, 2019.

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B. Correspondence:

- Sal LoFranco - Thank You (Dec. 5, 2019)

Ms. Atkinson: Finance Committee met but financials were not available for review and wasn't included in the Board's pkt for this meeting.

Public Comment: Hearing none.

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

MTHCD Reports:

- **Meetings with MTHCD CEO:**

Ms. Reed: Items of discussion included: how to staff the accounting position; how to resolve accounting with leases affecting the medical office buildings (MOB); review and being respectful of the Brown Act and the Board only interacts with the CEO which is consistent with the MTMC Board and ACHD training that reminds the Board they only have one employee which is the CEO.

- **Re-Assignments District Committees:**

Ms. Reed: Announced the Ad Hoc Committees the Board members have agreed to serve on as follows; Policy Committee will be chaired by Ms. Sellick; Grants Committee and Real Estate Committee will be chaired by Ms. Al-Rafiq; Finance Committee which is the only standing committee will be chaired by Ms. Atkinson, Treasurer. The following have agreed to sit on subsequent committees; Ms. Atkinson - Policy Committee; Ms. Toepel - Finance & Personnel; Ms. Sellick – Grants. Ms. Reed will chair the Personnel Committee and sit on the Real Estate Committee.

Public Comment: Hearing none.

Ms. Reed: Suggested the Board be polled allowing Ms. Sellick to serve the remainder of Ms. Radford's term as Secretary. Ms. Atkinson moved to approve and Ms. Al-Rafiq provided her second and the motion passed 5-0.

- **MTMC Community Board Report:**

Ms. Al-Rafiq: There was no meeting to report on:

- **MTMC Board of Directors:**

Ms. Reed: There was no meeting to report on:

- **CMS Policy Revisions:**

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Dr. Smart: Requirements have been changed from reviewing policies annually to every 2 years.

- **Strategic Planning Workshop:**

Dr. Smart: requested Board input for planning the 2020 Strategic Plan. Ms. Reed and Ms. Al-Rafiq volunteered to work on the planning.

- **Donation - MTHCD to MTMC Foundation:**

Ms. Reed: Announced the Foundation had invited her and Dr. Smart to tour the proposed location in the Copper Square for the Copper Clinic.

Dr. Smart: Mr. Archer has requested Dignity make increment payments to mirror the District not to exceed the \$1mill grant as laid out in the May 31, 2019 Lease agreement.

Ms. Cantrell: The Foundation Board approved the Gift Agreement at their Dec. 17, 2019 meeting and will supply the District with the proposed Copper Square lease agreement and budget.

E. Valley Springs Health & Wellness Center:

- **USDA Form 271 Oct. 2019:**

Dr. Smart: Is working on the last VSHWC Clinic payment to Diede Construction. There will be a true-up with the change orders factored in as well as follow-up on the punch list. The Pharmacy lease is to be signed next week and will be a separate change order with a separate contract. After several changes from the County the landscaping is working on "plan 3" and will include adding additional plants to the rock already in place.

- **VSHWC "Quality" Report:**

Dr. Smart: Referenced (pkt) page 15 as the VSHWC Quality Report. The Clinic will be working on the patient no-shows.

F. Ad Hoc Real Estate:

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

Ms. Al-Rafiq: Intends to set another meeting with PACE which is a SF based adult day health care designed to keep patients out of ER; the Real Estate Committee has been contacted by a VS property owner and she will report out on that at a later time.

- **Children's Advocacy Center:**

Dr. Smart: Toured the CAC and was impressed with all that they have been doing. Arrangements are being made to provide more parking spaces at the site.

G. Stay Vertical Calaveras:

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Mr. Shetzline: Is continuing with training for instructors and plans to write a grant proposal to Calaveras Foundation which closes Jan. 30; he'll look into a grant from Robert Wood and has received \$750 from the Lions Club.

Committee Reports:

Finance Committee:

- **Financial Statements (Nov. 2019):** Public Comment – **Action**

Mr. Wood: With the vacant accounting position he didn't have a financial statement to present but will at the Jan. 2020 meeting. The District is solid, liquid and the bills are getting paid.

Public Comment: Hearing none: No action was taken.

Ad Hoc Policy Committee:Ms. Atkinson / Ms. Al-Rafiq

- **Policies 19, 20, 21, & 24 Presented for 30-day Review:**

Dr. Smart: Upon completion of the 30-day review period will prepare a resolution to present Policies 19, 20, 21 and 24 to the Board for approval.

- **Board Vacancy Policy:**

Ms. Reed: Requested staff forward the Board Vacancy Policy to legal for an opinion.

Personnel Committee:

Nothing to report:

B. Golden Health Community Grants Committee:

Dr. Smart: Staff will address policy, budget and the request to add a community member to the committee.

Board Comment and Request for Future Agenda Items:

Announcements of Interest to the Board or the Public:

Community Connection:

- **Rural Domestic Preparedness Consortium:**
 - **MGT 403 Access & Functional Needs Preparedness Planning for Rural Communities – Feb 18, 2020:**

Ms. Reed and Ms. Al-Rafiq plan to attend.

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Next Meeting:

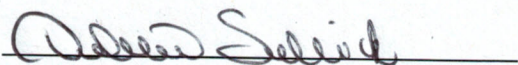
The next meeting will be Tuesday January 21, 2019. Please note new meeting time of 9am.

Dr. Smart: The Finance Committee will meet Jan 16th to review the 2019 audit.

Adjournment: Public Comment – Action

Public Comment: Hearing none.

Ms. Atkinson moved to adjourn the meeting at 9:38am. Ms. Sellick provided her second and the motion passed 5-0.



Debbie Sellick, Secretary

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