



**HI-DESERT
MEDICAL CENTER**
HI-DESERT MEMORIAL HEALTH CARE DISTRICT

**HI-DESERT MEMORIAL HEALTH CARE DISTRICT
BOARD OF DIRECTORS REGULAR MEETING
MINUTES**

July 14, 2015 at 5:45 p.m.

*Helen Gray Education Center Boardroom
6601 White Feather Road, Joshua Tree, CA 92252
760-366-6262*

- **Mission Statement:** *Hi-Desert Medical Center will provide superior service to improve the quality of life for people in the Morongo Basin*
 - **Vision:** *We are caring people providing extraordinary healthcare services.*
 - **Core Values:** *Integrity, Superior Service, Stewardship, Innovation, Teamwork, Dignity*
-

IN ATTENDANCE:

Board of Directors: Director Cooper, President
 Director Avels, Vice President
 Director Sullivan, Treasurer
 Director Doyle, Secretary
 Director Hoffman, Member-at-Large

Administrative Staff: Bob Tyk, CEO
 Brenda Poole, Interim CNO
 Avelina Ortiz, Director of Quality Resources
 Michelle Amdahl, CCC Administrator
 Karen Graley, Marketing Director / Board Clerk
 Nora Maughan, Exec. Director Hi Desert Family Health Clinics
 Robin Schmelling
 Other Department Managers and Staff

Media None Present

CALL TO ORDER

Director Cooper called the meeting to order at 5:45 pm.

ROLL CALL

Karen Graley, Board Clerk, conducted roll call:

- Director Cooper: Present
- Director Avels: Present
- Director Sullivan: Present
- Director Doyle: Present
- Director Hoffman: Present

CLOSED SESSION

The board convened to closed session for Conference with Labor Negotiators (Section 54927.6) at 5:46 pm.



OPEN SESSION

The board reconvened to open session at 6:03 pm.

PLEDGE OF ALLEGIANCE:

Director Cooper asked Director Hoffman to lead the Pledge of Allegiance.

READING OF STATEMENTS:

- **Mission Statement:** Read by Director Avels
- **Vision Statement:** Read by Director Doyle
- **Core Values:** Read by Director Sullivan

PUBLIC COMMENTS:

Director Doyle read the public comments parameters. There were no public comments.

APPROVAL OF MEETING AGENDA:

▶▶ **MOTION 15—48:** Director Hoffman moved to approve the meeting agenda without the Bylaws Workshop; Director Avels seconded. Directors Cooper, Sullivan and Doyle voted in favor and the agenda was approved as edited.

STANDING BUSINESS:

CHIEF OF STAFF REPORT

S. Mahajan, M.D., Chief of Medical Staff: not present.

CLINICAL SERVICES REPORT

Brenda Poole, Interim Chief Nursing Officer

- Ms. Poole presented her report under tab 1 in the board packet; she offered the following highlights:
- The Versant residency program has graduated its second cohort; Ms. Poole thanked Director Cooper for attending the graduation event.
- The surgery and imaging teams are partnering with the Auxiliary to facilitate mammography patients, surgical families and guests in the hospital's main lobby; the program has provided improved communication between staff, patients and guests.
- The clinical leadership team has been focused on preparing for the changeover to Tenet. The transition has required a great deal of planning but staff is confident that we are ready.
- Ms. Poole expressed appreciation to the Board of Directors and district leadership in making the difficult decisions to do what is best for the community. She spoke sincerest appreciation to Bob Tyk for his leadership through this process and his belief in our team.



- Director Sullivan thanked Ms. Poole for her leadership, good service and loyalty to the organization. Director Doyle said, “Ditto;” Director Avels thanked Ms. Poole for being the mentor that so many have needed, saying, “You have made a difference.”

CONTINUING CARE CENTER REPORT

Michelle Amdahl, CCC Administrator.

- Ms. Amdahl announced that the Continuing Care Center is now electronic for all patient records.
- She thanked the Board of Directors for their vision and making continued healthcare in our valley possible. She stated it was nice to see how the healthcare district has grown over the years, making it possible for us to better serve the community. “This is both a wonderful and difficult time for us.”
- Ms. Amdahl thanked Bob Tyk for his leadership and faith in her when he promoted her to administrator at CCC.
- Director Doyle complimented Ms. Amdahl for her leadership at the CCC stating it has made a huge difference there; “The CCC is a place I am proud of.”
- Director Sullivan noted that Ms. Amdahl’s reports have always been positive and reflected well on what’s happening at the CCC. He thanked her for her commitment and good service.
- Director Avels acknowledged that she and Ms. Amdahl worked together back in the day and helped nurse her husband as a patient at DRMC, noting that “Now you are an award winning administrator!”

COMMUNITY HEALTH CLINICS

Nora Maughan, Executive Director, Hi Desert Family Health Clinics

- Ms. Maughan reported that the clinics were busy in June. The highlight of the report was that the Twentynine Palms clinic volume was approaching the Yucca Valley clinic volume; the chiropractic and dental programs are a primary factor in that growth.
- Administration continues to work toward securing additional reimbursement contracts.
- The separation from the medical center has been a lot of work for the administrative staff. She presented an updated task list summary. The accounting system is purchased and in place, but still in process of being implemented; no checks have been cut.
- We have received the HRSA site review report at the end of June. As expected, there were no surprises. We will respond to the report by the September deadline.
- The Service Area Competition grant was released on June 30. The original grant to the clinic was for two years; if this new grant is awarded to the clinics, it will be a three year grant.
- Ms. Maughan continued, “On a personal note, I am looking forward to moving forward with the district, and exploring how we can expand our services to the community.”
- She also thanked Bob Tyk for his support and leadership.
- Director Hoffman inquired about the clinics’ patient satisfaction survey and stated he would like to see results. Ms. Maughan will present the survey to the Board of Directors at the next board meeting.
- Director Hoffman asked about the needs assessment for the grant application. Ms. Maughan stated it would be a small assessment because the application deadline does not allow enough



time to administer a full assessment; most likely they will simply update the existing assessment.

- Director Avels thanked Ms. Maughan for the updated transition task list summary, acknowledging it was a great tool for the Board of Directors during the transition process. Director Avels thanked Ms. Maughan for her leadership over this giant project.
- Director Doye thanked Nora for a tour of the clinics. “It’s nice not to be saying goodbye to everybody.”
- Director Sullivan reiterated that the clinics are staying with the District. He noted that the healthcare district still has a mandated mission of healthcare to the community and the clinics will be an avenue to achieve that mission. He thanked Ms. Maughan for her leadership and the growth he has seen in the clinics.

CHIEF EXECUTIVE OFFICER REPORT

Bob Tyk, Chief Executive Officer – Verbal Report

- Mr. Tyk reported that at 2:00 pm today the legal documents to seal the affiliation deal with Tenet Healthcare Corporation were executed. \$4,324,900 was wired to the district for the lease payment and the purchase agreement. The transition of operations will be completed tonight by midnight. Systems will migrate to Tenet’s new operating systems. Staff has worked hard to prepare for the transition, checking and re-checking the system before coming back on line live and operational.
- Jeff Koury, CEO of the western region will be on campus tomorrow to meet and greet directors, employees, and physicians; he will visit the CCC.
- Director Doyle thanked Mr. Tyk, acknowledging that he has served as both CEO and CFO, has been negotiator and chief cook and bottle washer. She thanked him for his dedication and leadership to get the district through the affiliation.
- Director Avels said, “We’re not saying goodbye, you’re stuck with us another 6 months as a consultant. Pat, Paul and I were here when we asked you to take on this role; you brought it to fruition and kept it moving forward. Thank you.”
- Director Sullivan acknowledged Mr. Tyk’s dual role of CEO and CFO and that he was the “go-to guy” for the affiliation. “This board will never know all the time, detail and personal commitment it took to accomplish the goal.” From the decision to go with Tenet, we set an aggressive schedule to achieve the affiliation, and Bob kept us on track, dealing with consultants, attorneys, unnumbered phone calls and meetings. We are grateful and wish you the best in the future.
- Director Cooper said, “I don’t think there are enough thank yous to go around.” She also thanked Robin Schemelling for her support through this process.

MARKETING REPORT

Karen Graley, Marketing Manager

- Ms. Graley presented her written report as submitted in the board packet.
- She highlighted that the marketing department has also been focused on preparing for the transition to Tenet leadership. Hannah Twinem will be the new Auxiliary liaison.



FINANCE REPORT

Bob Tyk, Chief Executive Officer

- Mr. Tyk reported financials for the month of May 2015.
- May was a slower month and staff is working to close out the fiscal year. Auditors are scheduled in August to administer the year end audit. The Medi-cal and Medicare audit will be filed after the audit.
- The year was not good but not as poor as projected.
- Director Hoffman inquired how the additional 15 days in July would impact the audit. Mr. Tyk noted that the auditors will do a 13 month review to incorporate the extra 15 days.

APPROVAL OF CONSENT AGENDA:

All Consent Agenda items listed below are considered to be routine by the Board of Directors and will be enacted upon by one motion. There will be no separate discussion of items unless a Board member or citizen so requests, in which event the items will be considered following approval of the Consent Agenda.

MINUTES of the Board of Directors Meeting are approved as presented:

- Regular Board of Directors meeting minutes dated June 9, 2015
- Special Board of Directors meeting minutes dated June 3, 2015
- Special Board of Directors meeting minutes dated June 15, 2015
- Special Board of Directors meeting minutes dated June 19, 2015
- Special Board of Directors meeting minutes dated June 25, 2015
- Finance Committee meeting minutes dated June 24, 2015

CREDENTIALING

NEW APPOINTMENTS & REAPPOINTMENTS – June 2015

The following MEC credentialing and privileging recommendations are being submitted to the Board of Directors for approval:

A. New Appointments

B. Reappointments

- **REC:** Reappoint **Edith Jones Poland, M.D.** to Continuing Care Center Associate and approve privileges for General Practice as submitted.
Service: **Medicine** ; Appointment Period: July 2015 to July 2017
- **REC:** Reappoint **Bernard Cohen, M.D.** to Active Staff and approve privileges for Pediatrics as submitted.
Service: **Medicine** ; Appointment Period: July 2015 to July 2017



- **REC: Reappoint Edward Cooper, M.D.** to Active Staff and approve privileges for Emergency Medicine as submitted.
Service: **Medicine** ; Appointment Period: July 2015 to July 2017
- **REC: Reappoint Oana M. Mischiu, M.D.** to Consulting Staff and approve privileges for Tele-Radiology as submitted.
Service: **Medicine** ; Appointment Period: July 2015 to July 2017
- **REC: Reappoint H. Christopher Barnes, M.D.** from provisional to Active Staff and approve privileges for General Surgery as submitted.
Service: **Surgical** ; Appointment Period: July 2015 to January 2017
- **REC: Reappoint Vincent Savarese, DC** to Allied Health Staff and approve privileges for Chiropractor as submitted.
Service: **Medicine** ; Appointment Period: July 2015 to July 2017
- **REC: Reappoint Nicole Wetherholt, PA-C** to Allied Health Staff and approve privileges for Physician Assistant- Emergency Medicine as submitted.
Service: **Medicine** ; Appointment Period: July 2015 to July 2017

Terminations

- **Elliott Wagner, M.D.** (*Tele-Radiology*) 06/18/2015- *Resigned Letter on File*
- **Arun Kalra, M.D.** (*Hematology/Oncology*) 07/14/2015- *Resigned Letter on File*
- **Sharon Velez, PA** (*Allied Health*) 07/04/2014 – *Resigned per letter of supervising physician, Prem Salhotra, M.D.**

The following Medical Staff policy and form recommendations are being submitted to the Board of Directors for approval:

- Annual Screening for Tuberculosis for Health Care Professions (form)

▶▶ **MOTION 15—49:** Motion made by Director Doyle and seconded by Director Hoffman to approve the consent agenda. Director Cooper, Director Sullivan and Director Avels voted in favor of approving the consent agenda and the motion passed.

ACTION ITEMS:

1. ▶▶ Approval of District Name Change – Karen Graley, marketing director

- *This action recommends the Hi-Desert Memorial Health Care District Board of Directors exchange the DBA “Hi-Desert Medical Center” with the DBA “Morongo Basin Healthcare District.”*



Ms. Graley presented the recommendation to change the dba to Morongo Basin Healthcare District, highlighting key arguments in support of the recommendation as presented in the staff report in the board packet.

Public comment from Art Miller was presented. He thanked board and staff for the opportunity to speak as a representative of the Joshua Gateway Communities. He requested that the board table the action item and allow his organization to prepare a formal presentation to change the healthcare district's name to "Joshua Gateway Communities Healthcare District."

He shared that the proposed name came out of a marketing committee during the economic consortium, of which HDMC was a member. Many in the community feel the Basin needs a better name to make us unique and establish our identity. The organization's goal is to market this area as Joshua Gateway Communities because Joshua Tree National Park is known worldwide whereas Morongo Basin is unknown. Additionally, the Casino has branded the name Morongo through heavy advertising. Mr. Miller stated that the name is catching on and has been embraced by the board of realtors.

Terry Harmon, Yucca Valley's president of DARTA also spoke to the issue. He apologized that his committee was unaware that the Board of Directors was considering a name change. He explained that the Joshua Gateway Communities name came out of a project with Riverside University's MBA intern program to create a marketing plan for the Morongo Basin valley. The project has multiple phases spanning several years; the goal is to identify benefits to tourism and promote a substantial long-term effect to change our community. This is now happening collectively. Monthly meetings include the national park, city managers, the Marine base, presidents of local chambers, all working together toward the same goal.

MOTION 15—50: Director Avels motioned to approve the action item; Director Sullivan seconded the motion. Discussion was invited by Director Cooper.

- Director Sullivan stated he had received a call from Art Miller this morning regarding the action item to change the healthcare district's name. Neither of us knew what the other organization was doing. Director Sullivan noted that it is a tremendous thing to market the Morongo Basin communities with tourism as the objective. He acknowledged the value of associating the name with the national park. But for the healthcare district, the name may cause confusion in the community, giving the impression that the healthcare district has narrowed its focus to Joshua Tree alone. Our identity needs to be broad and make sense to the constituents of the healthcare district. Director Sullivan stated that he would vote in favor of Morongo Basin Healthcare District. Today is the day we separate from the medical center and we must move forward with our identity.



- Director Avels stated that she was aware of the proposed name change as a member of the Basin Wide Foundation. While she will vote in favor of Morongo Basin Healthcare District as the new name, she noted that the Board of Directors had decided the mission will remain healthcare related. She stated that there may be opportunity to work together for the good of the community and was looking forward to such an exciting opportunity
- Director Hoffman stated that the name change was a timing issue for the board, noting that the board has struggled over the last three months to identifying a new name. He invited the committee to give a formal presentation to this Board of Directors at a future meeting. Mr. Harmon stated that the committee was expecting their formal presentation to be ready by October.
- Director Doyle thanked them for taking the time to come and present this evening. She was only peripherally aware of the proposed name change. She noted that timing was the issue for this board and that they could not delay if the healthcare district was to establish itself separate from the medical center operations.
- Director Cooper called for the vote. The motion passed to change the dba to Morongo Basin Healthcare District.

2. ►► **Approval of District Budget – Robert Tyk, CEO**

- *This action recommends the Hi-Desert Memorial Health Care District Board of Directors approve the budget as presented.*

Mr. Tyk presented the FY-2016 operating budget for the post-affiliation district, stating that the first year is fairly easy to project as we know the projected expenses. The second year, FY-2017, is more difficult to project prior to the board completing their strategic plan. A budget can be projected with assumptions, but at the end of the day, it won't have much value because it is based on so many unknown factors.

Director Hoffman clarified that the request for an FY-2017 budget is to project a financial snapshot of the district with no revenue but fixed expenses; he also reiterated that the board is waiting for the 2017 proforma and a list of district contracts. Mr. Tyk will prepare the 2017 budget based upon changing revenue streams and fixed expenses; and offered to provide a snapshot of the balance sheet and cash balance after the close of FY-2015 on June 30.

MOTION 15—51: Director Hoffman motioned to approve the budget for FY-2016 with FY-2017 proforma and list of district contracts to follow; Director Sullivan seconded the motion. The motion passed.



3. ►► **Accept resignation of Chief Executive Officer, Robert Tyk**

- *This action recommends the Hi-Desert Memorial Health Care District Board of Directors accept the resignation of Chief Executive Officer, Robert Tyk.*

Mr. Tyk stated he submitted his resignation letter as Chief Executive Officer of the Hi-Desert Memorial Health Care District. His expertise and strength is in the management of hospitals.

Director Doyle thanked Mr. Tyk for his hard work to get us to the finish line.

MOTION 15—52: Director Avels motioned to accept the resignation of Robert Tyk as Chief Executive Officer of the healthcare district; Director Sullivan seconded the motion. The motion passed.

4. ►► **Approval of Employment Agreement with CEO (Candidate) and authorization for execution – Director Doyle**

- *This action recommends the Hi-Desert Memorial Health Care District Board of Directors approve the employment agreement and authorize execution of the Agreement by Director Cooper, President, Board of Directors*

Director Doyle stated that the board has completed its interview process for the new Chief Executive Officer of the healthcare district and has selected a candidate. The agreement has been signed but the Board of Directors must approve the agreement. She announced that the CEO position was awarded to Jackie Combs who brings significant programing and quality experience to the position.

MOTION 15—53: Director Hoffman made the motion to approve the employee agreement with Jackie Combs as Chief Executive Officer; Director Doyle seconded the motion. The motion passed.

BOARD CALENDARS:

The calendar was reviewed for July and August.

- Governance Committee, July 28, is canceled.
- The regular meeting of August 11 will be convened at the new district offices on La Contenta in Yucca Valley.



ITEMS FOR NEXT BOARD AGENDA:

- Resolution for signatures
- Bylaws
- Budget pro forma and contract list
- DARTA presentation

DIRECTORS COMMENTS:

Director Avels: I walked through these doors in 1983 and never imagined I would be here today. I love this place. I want to thank Bob Tyk for what he has done for this district. His expertise from other places has served him and us well. I don't feel total sadness at this parting, I also am excited. We have established a strong infrastructure; it's now in your hands. I've gone through every emotion over this transition; but I feel a lot of excitement. The extra resources now available and no longer competing with larger organizations means we can go forward. We've built a great foundation these last 30 years.

Director Cooper: I think we all share the same feelings; we just show them differently. We're moving on. I'm looking forward to working more closely with the Hi-Desert Family Health Clinics

Director Doyle: I had my tears today serving cake to employees. This is a bittersweet day. I love this place and it's not about how I feel, it's about what's right for the community and our employees. The community needs a hospital and the employees need jobs. This is the right thing. I'm very proud of you all. I'm proud of what we're leaving to our community; I know you will serve it well. Thank you.

Director Hoffman: I have mixed emotions, good bad and ugly. All of the people who made a contribution have done a marvelous job to get us here. We never had a chance of not doing it this way because the people in the Morongo Basin need a hospital. Thank you Bob Tyk and Brenda Poole for your leadership through this process.

Director Sullivan: I've had a fair amount to say tonight. I want to thank Bob Tyk again. This was a mission that I know Bob took seriously; I admire his passion. I'm glad to have Korina Cole and Dianne Swella here who were a part of the initial undertaking. From the perspective of survival, it has been a mission; it was a huge undertaking. We're very proud of everyone who worked to make this possible. We're leaving you in good hands. We hope that you will tell us about the good things.

Dr. Swella, community member, requested to speak, stating, "In the many years I've been in the valley, all the people who've sat on this board have done a good job. You guys did the right thing."



Director Avels thanked Robin Schmelling and Karen Graley for their hard work and being a sounding board through this process. “Your contributions have truly mattered to this organization.”

ADJOURNMENT:

Director Cooper adjourned the meeting at 7:34 p.m.

Board meeting minutes recorded by K. Graley, Board Clerk



Patricia Cooper, President, Board of Directors



Marge Doyle, Board Secretary

