



Hi-Desert Memorial Health Care District dba
Morongo Basin Healthcare District
BOARD OF DIRECTORS REGULAR MEETING
MINUTES

October 20, 2015 at 5:30 p.m.

Convened at the District Offices

6530 La Contenta Road, Suite 100, Yucca Valley CA 92284

760.820.9229

- **Mission Statement:** *To improve the health and wellness of the communities we serve.*
- **Vision:** *A healthy Morongo Basin.*
- **Core Values:** *Commitment, Collaboration, Accountability, Dignity, Integrity.*

Board of Directors:

- Director Cooper, President
- Director Avels, Vice President
- Director Sullivan, Treasurer
- Director Doyle, Secretary
- Director Hoffman, Member at Large

Media:

- None present

Administrative Staff:

- Jackie Combs, CEO
- Craig Best, CFO
- Karen Graley, Board Clerk

Guests:

- Nora Maughan
- David and Billie Flatter

CALL TO ORDER

Director Cooper called the meeting to order at 5:32.

ROLL CALL

Karen Graley, Board Clerk, conducted roll call:

- Director Cooper: present
- Director Avels: present
- Director Sullivan: not present
- Director Doyle: present
- Director Hoffman: present

OBSERVANCES

- Director Doyle read the healthcare district's mission statement.
- Director Avels read the healthcare district's vision statement.
- Director Cooper read the healthcare district's core values statement.
- Director Hoffman led the Pledge of Allegiance.

PUBLIC COMMENTS

No public comment.

APPROVAL OF MEETING AGENDA

Motion 15-75: Director Avels motioned to approve the meeting agenda as presented; motion was seconded by Director Doyle; motion passed by unanimous vote.



EMPLOYEE RECOGNITION

The Board of Directors honored Billie Flatter for her leadership and performance excellence. She is the Community Access Coordinator for the Hi-Desert Family Health Clinics. Ms. Maughan spoke to Billie's job description and exceptional performance.

Director Doyle expressed appreciation to Ms. Flatter for her response to the water event in the administrative offices, noting that she saved the District from additional damages and repair fees, "You embody what our District should be; we are delighted you are on our team."

Director Avels noted that Ms. Flatter also stepped up when Nora Maughan was away at a conference and needed someone to represent the clinics at an HDMC event; "You did a great job in that public speaking opportunity."

Ms. Flatter commented, "I love being a part of our community. I believe you have to volunteer in the community to make it a strong community. Whenever I volunteer, my husband and children are right there with me. Our community needs volunteers and I encourage everyone to volunteer an hour a week in support of a strong community."

APPROVAL OF CONSENT AGENDA

The Consent Agenda presented the following items for approval:

- Minutes: Regular Meeting of the Board of Directors, October 14, 2015
- Minutes: Special Meeting of the Board of Directors, October 14, 2015

Motion 15-76: Director Doyle motioned to approve the consent agenda as presented; motion seconded by Director Avels; motion passed by unanimous vote.

CEO REPORT

Ms. Combs reported that she is speaking at the "State of the Basin" in Yucca Valley, October 29 and that collateral material is being prepared for distribution at the event.

Strategic Plan: Ms. Combs noted that at the workshop last week, the board shifted focus for the strategic plan's structure. The Camden Group intended to complete the project by November, but with the shift in strategy, that schedule cannot be met. Ms. Combs spoke with Camden's Mark Dubow and he will forward the final product; she will manage the timelines for tactics and drive the delivery of the strategic plan.

This week staff is focused on reporting health insurance statistics for the past year for our payroll vendor. Her administrative assistant is coordinating the information for approximately 750 employees.

CFO REPORT

Mr. Best presented the financial report located in the packet.

Total Revenue Report shows the \$2 million income from Tenet distributed over 12 months.

Operating Expenses: July and August expenses were taken from the hospital's Meditech system and were input into the Financial Edge System as accrued expenses for recording purposes. The



trial balance from Ms. Nafziger is being used to build a balance sheet report for the District. The complications in preparing the financial report result from several issues:

- The prior year financials are not officially closed;
- The portion that will be reported by Tenet and the District has not been identified;
- GL account validation or due diligence is not being disclosed (no balance sheet reconciliation has been made available);
- Tenet has access to make entries and postings that will affect the District's financials which makes it difficult to accurately report financial information.

The September report is district activity independent of the medical center.

Director Hoffman asked where legal fees sat in the report; Mr. Best stated they are seated under Professional Services. There was discussion about the legal fees and Director Hoffman had been told that those fees had not been aid. Ms. Combs stated that Attorney Salenko informed her that the outstanding fees were paid and the District's account is current.

Director Doyle asked for a summary of Purchased Services; Mr. Best did not have the detailed report and offered to call her in the near future. Director Hoffman requested that financial reports include the detail breakdown, Balance Sheet, profit and loss.

The Directors expressed their appreciation of Mr. Best's efforts. Discussion followed about the preparation and management of the finances. Mr. Best expressed concern and when asked, requested a staff accountant to assist in the work. The Directors referred a solution to Ms. Combs and Ms. Maughan.

Ms. Combs presented the investment report. Monies were moved into a progressive account as of the first of October.

ACTION ITEM: *Approve the District's new mission, vision and core values*

Motion 15-77: Motion by Director Doyle to approve the mission, vision and core values as agreed upon at the strategic plan workshop of October 14, 2015; motion seconded by Director Hoffman; motion passed by unanimous vote.

ACTION ITEM: *Approval of the meeting evaluation form for monthly board meetings*

Ms. Graley presented the draft document in the packet.

Motion 15-78: Motion by Director Avels to adopt the "Evaluation of Regular Monthly Meetings" form with changes; second by Director Cooper; motion passed by unanimous vote.

Discussion followed the motion as the Directors sought to clarify proposed changes. It was agreed by general consensus that the form will be emailed to the Directors following the monthly regular meeting; that a rating system from 1 to 5 be used and "not applicable" be added to the response column.

ACTION ITEM: *Approve revisions to the Bylaws*

Director Hoffman referred the Directors to the board packet stating that the redlined copy and proposed additions make the Bylaws more succinct.



Motion 15-79: Motion by Director Doyle to approve the to amend the Bylaws; motion seconded by Director Avels; motion passed by unanimous vote.

Discussion followed the motion. Director Avels inquired about the approval of subordinate organizations; clarification was only the Auxiliary and Foundation are subordinate organizations, the clinics are not subordinate.

Director Doyle inquired about the relationship between the Bylaws language and the LD-208 Levels of Authorization policy. Director Hoffman clarified that the policy is about the authorization to act; the proposed Bylaw language is about the Board's ability to authorize and what instruments are required to deliver that decision.

Director Doyle raised a questions about Section 5. Compensation. District law compensation to a maximum \$500. Bylaws will be edited to strike "except for Board President who shall be entitled to a total of eight meetings per month."

CALENDAR REVIEW AND COODINATION

The calendar for the Board of Directors was reviewed and coordinated:

- Ms. Graley called attention to the invitation from Desert Regional Medical Center who is hosting a "MegaMixer" in honor of Hi-Desert Medical Center joining the Tenet Healthcare family.
- Open House: There was discussion about the proposed open house scheduled for November 19. Because of parking issues in the business park, and the expense of hosting a large event, staff proposed to send a community announcement explaining the District's new position and mission, and invite them to board meetings and to stop by and visit the new location at their convenience. General consensus to mail the announcement and not host the open house.
- December 17: general consensus to cancel the meeting and convene only one meeting on December 9.

NEXT AGENDA

- Review options for legal counsel vendors
- Marketing

DIRECTOR COMMENTS

No comments offered.

OPEN SESSION ADJOURNED

Director Cooper adjourned the open session at 7:10 p.m. and granted a five-minute break before convening the closed session.



CONVENE TO CLOSED SESSION

The Board of Directors convened 7:15 p.m. to Closed Session pursuant to Government Code 54957: employment, evaluation of performance, or dismissal of a public employee.

RECONVENE TO OPEN SESSION

The Board of Directors reconvened to Open Session at 8:20 p.m. Director Doyle, Secretary of the Board, reported that in closed session the Board of Directors reviewed two contracts and instructed Ms. Combs to research and provide additional background information. Full disclosure is anticipated by February, 2016.

MEETING ADJOURNMENT

Director Cooper adjourned the meeting at 8:21 p.m.

Board meeting minutes recorded by K. Graley, Board Clerk.



Patricia Cooper, President



Marge Doyle, Secretary