



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



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

June 25, 2015 at 4:00 p.m.

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

*Jared Goldman, Partner, Best, Best & Krieger, via teleconference at 7:15 pm
3326 Craigie Court
Napa, CA*

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:	Robin Schmelling, Board Clerk
Media	None

CALL TO ORDER

Director Cooper called the meeting to order at 4:00 p.m.

ROLL CALL

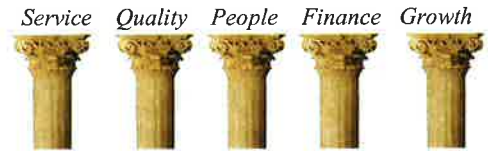
Robin Schmelling, Board Clerk, conducted roll call:
Director Cooper: Present
Director Avels: Present
Director Sullivan: Present
Director Doyle: Present
Director Hoffman: Present

PLEDGE OF ALLEGIANCE:

Director Hoffman led the Pledge of Allegiance

READING OF MISSION STATEMENT

The Mission Statement, Vision Statement and Core Values were reviewed by those present.



PUBLIC COMMENTS:

Director Cooper reviewed the public comments parameters. There were no public comments.

APPROVAL OF MEETING AGENDA:

▶▶ **MOTION 15—45:** Director Sullivan made the motion to approve the meeting agenda, and Director Doyle seconded. Director Avels, Director Hoffman and Director Cooper all voted in favor and the agenda was approved as submitted.

Open Session adjourned at 4:02 p.m.

CLOSED SESSION – 4:03 p.m.

Pursuant to section 54957 of the Government Code

- *Personnel Interviews and Evaluations – Title: CEO*
- **CLOSED SESSION RECESS at 5:25 p.m.**

OPEN SESSION

- **CLOSED SESSION REPORT:** Board of Directors conducted an interview.

MEETING RECESS UNTIL 7:15 p.m.

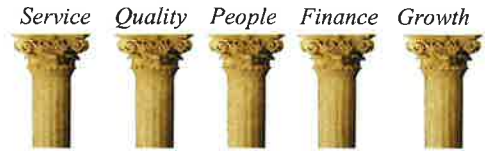
RESUME CALL TO ORDER AT 7:15 p.m.

ACTION ITEM:

1. ▶▶ Approval of District Name Change.

- *This action recommends the Hi-Desert Memorial Health Care District Board of Directors approve the District name change to Morongo Basin.*

Discussion: Jared Goldman, Best, Best & Krieger reviewed the three options for name changes. First option is to leave the name as is; second option to is change the name entirely to Morongo Basin Healthcare District and third is a dba, thus operating as HDMHCD dba Morongo Basin Healthcare District.



Time and steps involved with each option were reviewed.

Option 1 – Keep Hi Desert Memorial Health Care District

Nothing would need to be done, and no labor involved.

Option 2 - Full legal name change to Morongo Basin Healthcare District

Labor intensive (approximately 80-100 of staff hours and 25-40 hours of legal); a resolution would need to be adopted by the board of directors; staff would need to reapply for Medi-Cal numbers which could take time; Medicare change of information would need to be filed under the new name; change of information would need to be filed with both Secretary of State and San Bernardino County Clerk of the Board of Supervisors; all contracts would need to be amended to reflect the new name; name would need to be changed with all government payors; and other miscellaneous details.

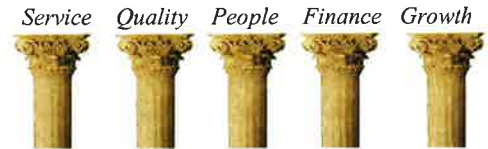
Option 3 – add dba: HDMHCD dba Morongo Basin Healthcare District

This is similar to the current practice, with the dba of Hi-Desert Medical Center. Going to a dba is much simpler and less labor intensive and costly. Contracts would not have to be amended; a new provider app for Medi-Cal would not be required; a change of information form would be filed with both Medi-Cal and Medicare about the dba; no resolution would need to be adopted by the board of directors, but would be wise for the board to formally approve the dba; change of information forms would need to be filed with both the Secretary of State and the County of San Bernardino Clerk of the Board of Supervisors so they can both update their rosters. The legal name of Hi-Desert Memorial Health Care District would remain on all contracts, but as new ones came up, they could be dba Morongo Basin Healthcare District as opposed to what they are currently, dba Hi-Desert Medical Center.

Director Sullivan inquired what ramifications would there be at election time if they went with the dba. Mr. Goldman advised the ballot would remain Hi-Desert Memorial Health Care District. Candidate descriptions could refer to the new dba, but the name identified in the ballot would be the legal name.

Director Avels inquired as to what contracts would remain with District that would need to eventually add the dba of MBHD. Mr. Goldman stated that while there are hundreds of contracts with the hospital currently, most of those are being assigned over to Tenet. He stated there would be a handful of payor agreements, a handful of provider agreements. Less than 100 contracts would remain with District, but probably closer to around 50. Director Hoffman inquired if the DUNS number would need to be changed with a dba. Mr. Goldman will look into that.

Director Sullivan inquired if the contracts being assigned to Tenet from the medical center had required this same amount of work. Mr. Goldman responded that it has been a herculean effort and one of the most difficult and time consuming elements of the affiliation.



Director Hoffman inquired if the name change would impact the FQHC's. Mr. Goldman stated a change of information form (state form or IRS form) would need to be filed with HRSA on top of the regular fee for service.

Action Item tabled to July 14th regular board of directors meeting.

Open Session adjourned at 7:40 p.m.

RECONVENED CLOSED SESSION – 7:43 p.m.

Pursuant to section 32106 of the Health and Safety Code

- *Report Involving Trade Secret: Strategic Planning*
Estimated date of public disclosure: July 6, 2015

- **CLOSED SESSION ADJOURNMENT at 8:48 p.m.**

OPEN SESSION

- **CLOSED SESSION REPORT:** Board discussed items relating to strategic planning. No action taken.

ADJOURNMENT:

On motion duly made and seconded, Director Cooper adjourned the meeting at 8:48 p.m.

Board meeting minutes recorded by R. Schmelling, Board Clerk
Closed session notes recorded by M. Doyle, Secretary, Board of Directors



Patricia Cooper, President, Board of Directors



Marge Doyle, Board Secretary