



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

July 30, 2015 at 6:00 p.m.

District Offices | 760.820.9229

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

**Please silence cell phones and pagers.*

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

Conflict of Interest Advisement

Hi-Desert Memorial Health Care District Board members please be advised: If an item on the meeting agenda relates to the provision of services by you, your immediate family, the entity you represent, or any person who has made \$250 in campaign contributions to you during the last 12 months, or if approval or disapproval of an agenda item would have a foreseeable material affect on an economic interest of you, your immediate family, or the entity you represent, then please follow these procedures: "When the agenda item is first introduced, please immediately announce that you are recusing yourself from participating in the agenda item, and then refrain from discussing, voting on, or otherwise influencing the Board of Directors' consideration of the agenda item."

CALL TO ORDER

ROLL CALL

PLEDGE OF ALLEGIANCE

READING OF MISSION, VISION & CORE VALUES

PUBLIC COMMENTS

The public comment portion of this agenda provides an opportunity for the public to address the Board of Directors on items not listed on the agenda that *are of interest to the public at large* and are within the subject matter jurisdiction of this Board. The Board of Directors is prohibited by law from taking action on matters discussed that are not on the agenda, and no adverse conclusions should be drawn if the Board does not respond to public comments at this time. Comments that concern individual incidences of patient care are welcome, however we encourage doing so only after other administrative avenues for redress have been fully exhausted. In all such instances we will be unable to ever respond publicly due to patient confidentiality obligations. In all cases, your concerns will be referred to the Chief Executive Officer for review and a timely response.

A "Request to Speak" form shall be submitted to the Clerk of the Board and can be found at the entrance to the board room. Comments are to be limited to three minutes per speaker and shall not exceed a total of 20 minutes. All comments are to be directed to the Board of Directors and shall not consist of any personal attacks. Members of the public are expected to maintain a professional, courteous decorum during their comments. Public input may be offered on an agenda item when the item comes up for discussion and/or action. Members of the public who wish to speak shall proceed to the podium when called by the President of the Board. Please state your name and community of residence for the record.

APPROVAL OF MEETING AGENDA

▶▶ If there are no corrections, the Agenda is approved as distributed.

▶▶ Indicates an agenda item to be considered for action by the Board of Directors.

STAFF REPORT:

CHIEF EXECUTIVE OFFICER

Jackie Combs, RN, MSN

ACTION ITEM:

- ▶▶ **Pacific Western Bank Signatures on Hi-Desert Memorial Health Care District Accounts –**
Jackie Combs, CEO

This action recommends the Hi-Desert Memorial Health Care District Board of Directors approve a Resolution updating the Pacific Western Bank signature cards due to the change in leadership.


WORKSHOP TO EDIT BOARD OF DIRECTORS BYLAWS

Board of Directors will discuss and make changes to current bylaws. Purpose of workshop is to present a revised document for approval at the regular board of directors meeting, August 11.

CALENDAR REVIEW & COORDINATION

MEETING ADJOURNMENT

I certify that a copy of this agenda was posted per Section 54954.2 of the California Government Code.


Karen Graley, Board Clerk

July 27, 2015 at 4:45 p.m.
Date and time posted

The Hi-Desert Memorial Health Care District Board of Directors' meeting facility is accessible to persons with disabilities. If assistive listening devices or other auxiliary aids or services are needed in order to participate in the public meeting, requests should be made through the Staff Aide at least three (3) business days prior to the Board meeting. The Staff Aide's telephone number is 760.820.9229 and the office is located at 6530 La Contenta Rd, #100, Yucca Valley, CA. California Relay Service 711.

In conformity with Government Code Section 54957.5, any writing that is a public record, that relates to an item listed on this agenda, and that will be distributed to all or a majority of Hi-Desert Memorial Health Care District Board of Directors less than twenty-four (24) hours prior to the meeting for which this agenda relates, will be available for public inspection at the time the writing is distributed. This inspection may be made during the meeting at the address/meeting room(s) listed above.



- Yearend audit when completed;
- Budget pro forma;
- Accounts payable (still outstanding at day of close)

Billing:

- **Legacy Billing:** Conifer is doing the “legacy billing” or finishing the billing for patients through July 14 (close of the affiliation agreement), home care services billing, and transitional billing (Medicare / Medi-Cal billing). Tenet has not yet received its new identification numbers for Medi-Cal and Medicare billing; Conifer is processing Tenet’s billing under the district’s identification numbers; the district will forward those receipts to Tenet.
- **Contracts:** some contracts signed by the board of directors are not fully processed by Tenet; copies of the contract will be forwarded once executed.

Information Technology Infrastructure:

- **District Office:** Time Warner is bringing broadband down the street to our building.
- **Staff:** Currently Marv Schmelling is the IT department for the district and clinics, working 14-17 hour days as a consultant. The focus has been to insure the function of the clinics with the district offices taking a secondary priority. There is still a substantial amount of work to be done.

Risk Management:

- **Claims:** The district is responsible for all the claims prior to the affiliation; Ms. Combs will be managing those claims.

The Board of Directors complimented Ms. Combs for the comprehensive update and expressed appreciation for all that’s been accomplished to date. Director Sullivan affirmed that the board is here to support her.

ACTION ITEMS

1. **▶▶ Pacific Western Bank Signatures on Hi-Desert Memorial Health Care District Accounts,**
Jackie Combs, CEO

- *This action recommends the Hi-Desert Memorial Health Care District Board of Directors approve Resolution 15-08 updating the Pacific Western Bank signature cards due to the change in leadership.*

Motion 15-55: Director Hoffman motioned to approve Resolution 15-08 as presented; motion was seconded by Director Doyle. Motion passed by unanimous vote.

Discussion about two signatures on checks and if the directors wanted to specify who that should be. Conclusion: the district has an Authorization Matrix in place that specifies dollar amounts for each position. Staff should adhere to that authorization matrix. General consensus that the matrix should be reviewed and adjusted for post-affiliation operations.

WORKSHOP TO EDIT BOARD OF DIRECTORS BYLAWS

The directors reviewed the bylaws page by page, discussing several specifics throughout the process. Most of the changes were related to post affiliation and the separation from the medical center.



There was extensive discussion about keeping sub-committees such as Finance Committee and Governance Committee versus eliminating them and incorporating financial and governance information into a second monthly standing meeting. It was resolved that the bylaw language should be changed to reflect two monthly standing meetings so that during this transition process all five directors receive full disclosure for informed discussion and decision rather than rely on sub-committee reports.

The board of directors reviewed and edited the bylaws through page 13 and tabled the remainder of the review to a future meeting.

CALENDAR REVIEW AND COODINATION

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

- Camden Group: The strategic plan consultant requested to interview the Board of Directors individually; August 14 was targeted for individual meetings at the District's office.
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DIRECTORS' COMMENTS

- **Director Cooper:** Director Cooper admonished staff to keep up the good work, saying "You've done a great job and exceeded our .expectations."
- **Director Avels:** No comment.
- **Director Sullivan:** No comment.
- **Director Doyle:** No comment.
- **Director Hoffman:** No comment.

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

RESOLUTION NO. 15-07

RESOLUTION OF THE HI-DESERT MEMORIAL HEALTH CARE DISTRICT BOARD OF DIRECTORS AUTHORIZING SPECIFIED OFFICERS TO EXECUTE LEASE WITH HDMC HOLDINGS, L.L.C. AND OTHER DOCUMENTS FOR CLOSING UNDER THE EXECUTED PURCHASE AGREEMENT WITH HDMC HOLDINGS, L.L.C.

WHEREAS, the Hi-Desert Memorial Health Care District (“District”) has previously approved and authorized, and the District has entered into the Purchase Agreement dated March 25, 2015 (“Purchase Agreement”), by and between District and HDMC Holdings, L.L.C. (“New Operator”); and

WHEREAS, the District has also previously approved and authorized the execution of a thirty-year long-term lease (“Lease”) as provided in the Purchase Agreement; and

WHEREAS, a majority of the voters voting on the ballot measure (District Measure Y) have approved the Purchase Agreement and related transfer; and

WHEREAS, the District has previously authorized the Chief Executive Officer of the District, in consultation with the Camden Group and legal counsel, to finalize the Purchase Agreement and Lease in accordance with the terms of the authorizing Resolution (Resolution No. 15-02) and execute the same.

The Board of Directors of the Hi-Desert Memorial Health Care District does hereby resolve as follows:

RESOLVED, the Board of Directors of the Hi-Desert Memorial Health Care District does hereby authorize the execution of the Lease and such other agreements and documents and perform such other actions as set forth in or contemplated by the Purchase Agreement or the Lease or as necessary to consummate the transactions contemplated in the Purchase Agreement or the Lease (“Closing Documents”).

BE IT FURTHER RESOLVED, that any of the President, Vice President or Secretary of the Board of Directors of the District, in consultation with the Camden Group and legal counsel, is hereby authorized to finalize the Lease and other Closing Documents in accordance with the actions previously taken by this Board and this Resolution and execute the same.

PASSED AND ADOPTED this 9th day of July, 2015, by the following votes:

AYES: 5-Directors Cooper, Avels, Sullivan, Doyle and Hoffman

NOES: 0

ABSENT: 0

Patricia Cooper
Patricia Cooper, President

ATTEST:
[Signature]
Secretary to the Board

RESOLUTION NO. 15-08
RESOLUTION OF THE BOARD OF DIRECTORS
HI-DESERT MEMORIAL HEALTHCARE DISTRICT

Authorized Signatures for District Bank and Investment Accounts

The Board of Directors of the Hi-Desert Memorial Health Care District does hereby resolve and establish bank accounts with Pacific Western Bank and have designated certain individuals to sign those instruments as per Article III, Section 4.h of the District bylaws:

BE IT RESOLVED: That the following persons are of this District and are hereby authorized to draw checks on accounts of this healthcare district, signed as provided herein, with two signatures, duly certified to said bank by the Secretary of this district and said bank is hereby authorized to honor and pay any and all checks so signed.

BOARD OF DIRECTORS:

- Patricia Cooper, President
- Martie Avels, Vice President
- Marge Doyle, Secretary
- Joseph Sullivan, Treasurer
- Paul R. Hoffman, Member at Large

ADMINISTRATIVE STAFF:

- Jackie Combs, Chief Executive Officer
- Nora Maughan, CHC Executive Director
- Adele Nafziger, interim staff

BE IT FURTHER RESOLVED: That Robert Tyk shall be removed from all bank accounts with Pacific Western Bank.

This RESOLUTION was passed and adopted at the special meeting of the Board of Directors of the Hi-Desert Memorial Health Care District on the 30th day of July, 2015 by the following roll call vote:

AYES:

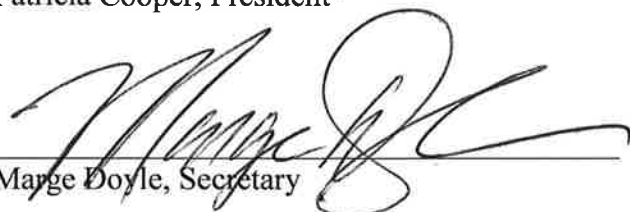
NOES:

ABSENT:

ABSTAIN:



Patricia Cooper, President



Marge Doyle, Secretary

