



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

February 10, 2016 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 Sullivan, President
- Director Doyle, Vice President
- Director Cooper, Secretary
- Director Hoffman, Treasurer
- Director Avels

Media:

- None present

Administrative Staff:

- Jackie Combs, CEO
- Karen Graley, Board Clerk
- Patricia White, Controller
- Dean Moore, President, MBHD Foundation
- Nora Maughan, Hi-Desert Family Health Clinics (HDFHC), Executive Director
- Kathy Alkire, Operations Director, HDFHC

Guests:

- Stan Helgesen, President, HDMC Auxiliary
- Dianne Greenhouse, Kiwanis Club President

CALL TO ORDER

Director Sullivan called the meeting to order at 5:31 p.m.

ROLL CALL

Karen Graley, Board Clerk, conducted roll call:

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

OBSERVANCES

- Director Cooper read the healthcare District's mission, vision and core values statements.
- Director Hoffman led the Pledge of Allegiance.

PUBLIC COMMENTS

No public comment.

APPROVAL OF MEETING AGENDA

Motion 16-07: Director Avels motioned to approve the meeting agenda as presented; motion was seconded by Director Cooper; motion passed by unanimous vote.



APPROVAL OF CONSENT AGENDA

The Consent Agenda presented the following items for approval:

- Minutes: Regular Meeting of the Board of Directors, January 27, 2016 – the minutes were edited after being presented in the board’s agenda packet; Director Doyle had requested a change to the text to better represent that discussion; a redlined copy was presented as an addendum to the packet.

Motion 16-08: Director Doyle motioned to approve the consent agenda as amended; motion seconded by Director Ave; motion passed by unanimous vote.

REPORTS

Strategic Plan Update, Jackie Combs, CEO

Ms. Combs used a PowerPoint presentation to review the strategic plan for fiscal years 2017-2019. The goals established at past strategic plan workshops were presented with strategies and tactics designed to accomplish the goals.

Three primary goals were presented.

- **GOAL #1:** *Expand the availability and utilization of ambulatory healthcare services to the residents of the Morongo Basin.* Eight strategies were presented, the majority of which align with the Community Health Center’s strategic plan.
- **GOAL #2:** *Ensure the sustainability of low and no-cost transportation services to enhance access to healthcare.* Ms. Combs recommended that the Foundation assume responsibility for achieving this goal.
- **GOAL #3:** *Determine the health needs of the Morongo Basin Healthcare District.* This goal would be fulfilled by a vendor performing a Community Health Needs Assessment.

Goal #1, Strategy 1.1-3, Financial Stewardship, bullet 3: Director Doyle asked about the Community Health Centers (CHC) strategic plan’s statement, “Educate internal publics about the FQHC model and necessary independence for the District.” Ms. Maughan stated that the CHC strategic plan is two years old and this particular reference comes out of the initial transition from RHC to FQHC status; at that time, the CHC board at that time felt they didn’t have independence in making CHC decisions and that their decisions were subject to the approval of the district board. Ms. Maughan acknowledged that the strategic plan needs adjustments to make it more current.

Goal #1, Strategy 1.4: Ms. Maughan offered the most recent update for status on the Veterans’ Choice Program. The clinics are registered with the program but it is unknown if payment will be received. The clinics have a few patients with whom they can test the reimbursement process. Mr. Moore said he met a Veterans’ Administration representative at a transportation meeting in Loma Linda; she was very excited to hear that the clinics were looking to provide Veteran’s Choice programming at the Twentynine Palms clinic and was interested in networking with the District regarding transportation services.



Ms. Combs proposed expanding the strategic plan and asked the Directors to consider including additional goals from the initiatives presented by Health Matters Initiative for the Coachella Valley. Many of the initiatives and accompanying strategies would serve the Morongo Basin well. Ms. Combs invited discussion and asked for direction in how to proceed with the strategic plan.

Director Doyle noted that Goal #1, Strategy 1.7 (collaborative opportunities with community organizations) would lend itself to incorporating some of the proposed initiatives. There was discussion about sustainable programs and projects.

Director Hoffman noted that any collaborative programs the District develops should have sustainable provisions as part of the program, such as grant funding. He also noted that the language of Goal #1, Strategy 1.7 was narrow and limiting, and recommended it be edited to, "Identify collaborative opportunities with community organizations, enabling new health and wellness service sites, *services and programs.*"

Director Avels liked the idea of broadening the scope of the strategic plan using the Health Matters Initiative as a template.

Director Sullivan also liked broadening the strategic plan which would position the District to capitalize on opportunities as they present. He complimented Jackie on the presentation and how she had prioritized the goals and strategies.

Director Doyle suggested that the proposed community resource list on the new website should be listed in the strategic plan as a tactic

Director Cooper noted that Ms. Combs had saved the District a considerable amount of money by continuing the development of the strategic plan without consulting services and that she has presented an excellent, quality product.

The Board of Directors asked Ms. Combs to incorporate goals and strategies from the Health Matters Initiative document to expand the strategic plan, and then present it for board consideration. When asked, the Directors were not inclined to convene for another strategic plan workshop.

Hi-Desert Family Health Clinics, Nora Maughan, executive director

Ms. Maughan summarized her printed report under tab 3 in the board packet. The Directors asked for clarification on the following topics:

- The transportation grant recently awarded to the District will begin funding retroactive to December 1, 2015, leaving eight months of the current transportation program without reimbursed expenses. Director Doyle asked for the approximate cost of the unfunded portion. She recalled statistics from a report she was filing to HRSA that for six months of the program (July to December) the cost was \$78,000 even with services being reduced to transport only clinic patients during that time.
- Director Hoffman asked about conditions of the SAC grant. Ms. Maughan said that \$1,035,000 was funded in the first year of the three-year grant.
 1. HRSA requested specific wording be added to the Conflict of Interest policy to state that the executive director be classified as a non-voting ex-officio member of the Community Health Clinic board; and
 2. 51% of the Community Health Clinic board members be "consumers" of clinic services. Compliance was achieved with the approval of a new board member at last month's meeting. There will now be five "consumer" members and four "community" members seated on the board.
- Ms. Maughan expounded on the pursuit of a new grant to open clinic dental services in Yucca Valley. Currently, dental appointments in the Twentynine Palms office are booked for three



months. This is a two-year grant for \$350,000/year to start up the program with additional costs covered by patient revenue. Director Hoffman inquired about the clinic's financial reserves. Ms. Maughan stated there were clinic funds in the District's primary checking account. The discussion included the operational issues surrounding the reserves which will be sorted out as the financial reporting system is refined.

- The Community Health Center's board approved expanding the scope of services to include wound care; staff will begin the process of seeking HRSA approval to expand services.
- Director Doyle asked if the clinics were following policy with position control; Ms. Maughan said they were in compliance.

Hi-Desert Memorial Health Care District Foundation, *Dean Moore, president*

Mr. Moore referred the directors to tab 4 and summarized the written report for them.

- He highlighted the information about the transportation grant and additional transportation related opportunities. He attended a public transit meeting hosted by SANBAG to expand patient transportation in the Morongo Basin.
- Martie Avels Scholarship applicants were interviewed; two candidates were awarded scholarships and will be presented to the Directors at a future meeting.

Morongo Basin Healthcare District Update, *Jackie Combs, CEO*

Ms. Combs referred the Directors to tab 5 in the agenda packet and provided additional information:

- Ms. Combs drew attention to the new signage on the building's lobby and board room internal walls which now depict the District's logo.
- Tenet paid \$928,961.75 into the District's account for the annual lease agreement covering July through December, 2015.
- Ms. Combs stated she received notice from Adele Nafziger, Controller, HDMC, that DSH funds from 2006-2007 of \$100,432 were expected.
- The Hi-Desert Medical Center's billing office now prints invoices directly to the District's printer. Staff processes the invoices to past patients for payment.
- The roofer visited the clinics' administrative building today to assess the roof issue; we expect his evaluation soon.
- Director Doyle thanked Karen Graley and Kathy Alkire for putting together the employee recognition program. She also liked the idea presented in the printed report of hosting a District business meeting at the Twentynine Palms City Hall.

AGENDA ORDER CHANGED FOR ACTION ITEMS: Director Hoffman asked if the Board of Directors would consider reordering the Action Items (Bylaw Amendment before Frequency of Board Meetings). Director Hoffman had prepared a statement for consideration and indicated that the rearrangement of the agenda would better facilitate discussion. General consensus to reorder the agenda to accommodate Director Hoffman's request.

ACTION ITEM: *Revision to Bylaws for Reclassification of Committees*

Ms. Combs introduced the action item and referred the Directors to tab 7 in the agenda packet. The action item is presented to amend the Bylaws to reflect the reclassification of committees as enacted at the January 27, 2016 meeting. A redline copy of the Articles IV and VI were included in the agenda packet for consideration.

Director Sullivan invited Director Hoffman to give his prepared statement. Director Hoffman provided his statement to the Board Clerk for inclusion in the minutes.

I am voting no to the revision of our District Bylaws. I have prepared a written response so the exact words can be placed into the minutes from this Board meeting.

*The actions of this board to revise bylaws by deleting standing committees and replacing them with so called Ad hoc committees to address issues as needed **diminishes my ability** to provide timely detailed oversight of District policy and procedures. Other reasons include:*

- This board member takes exception and questions the reasoning that all board members need to be present in a board setting so all are "in the know" relating to committee business and board topics and then believe administration is too busy to provide time for standing committees, but has time for various Ad hoc committees who duties are the same.*
- This is the first time in my many years on this board that my integrity as a board member is challenged – in that somehow we cannot keep each other informed of matters pertaining to or regarding district business from committees to be presented to Board members not members at that committee meeting. Minutes of meetings are required of all committee meetings. Committee chairs were required to provide detailed briefing of committee business at board meetings*
- A special committee should not be formed to address issues already assigned in a standing committee. It does not conform to good parliamentary procedures. (Roberts Rules of Order)*
- Ad hoc committees do not serve an ongoing purpose to meeting our oversight responsibility as board members. Ad hoc committees are formed for a specific topic to be researched, investigated and a final report presented.*
- I took the opportunity to review all agenda's and minutes of the board since August 2015. There were questions asked by board members to staff regarding topics in staff reports requiring outside research and response. These topics were never readdressed or answered in any subsequent meetings with the full board present, because the topic was lost in the minutes of the board meeting. You lost oversight.*
- The CHC bylaws will require major revision since many /all of their standing committees are also responding to our District bylaws standing committees.*

There are other reasons I believe standing committees, in particular Finance, Executive Performance, and Governance should remain in place. Two of these committee meet on a quarterly basis, Finance meets monthly. Finance requires attention on a monthly basis. This board member, as Treasurer, will only serve on the Finance committee. I believe we also should have a Grants committee to research /explore and apply for Grants.

In addition, we are four months away from the Fiscal Year-end and should be planning a new budget process.

The Executive Committee should have been working on either revising the existing performance evaluation for the CEO or devising a new evaluation process. We are four months away from the fiscal year-end and we do not have an approved evaluation system for our CEO.



Director Cooper agreed with Director Hoffman's statement.

Director Sullivan responded that the status of standing committees was discussed and decided in the previous meeting with a 4:1 vote and he considers the matter closed unless the full board requests different.

Director Avels stated that she thought the ad hoc committee would serve to fulfill the CEO evaluation process. She was comfortable with the discussion and decision about committee status made at the last board meeting, but she wants to affirm Director Hoffman's concern for the management of financial information.

Director Sullivan agreed that the management of information was important but felt that the information should come to the full board who then could decide when the use of ad hoc committees is needed, such as CEO evaluations.

Director Avels suggested that the board address any requested information missed along the way. She said, "There's always opportunity for improvement; I feel well informed. We've gone from an organization of 600 employees to an organization of five employees; we're a different organization now."

Director Cooper stated she feels strongly that the board needs a finance committee.

Responding to Director Hoffman's statement, Director Sullivan stated that the ad hoc committees are not intended to replace or perform the work of a standing committee such as finance, but that ad hoc committees are an option for exploring specific topics. To date, the financial information brought to the full board has been satisfactory; he does not see any disadvantage of continuing with the present format of reporting information to the full board.

Director Doyle noted that the board has been talking about committees for a year which is adequate time to discuss and review the use of committees. Furthermore, the board is not replacing the finance committee with an ad hoc committee, but is replacing the finance committee with the full board; replacing a two-member committee with a five-member board. She also noted that the board did discuss at the previous meeting beginning the budget process and the CEO evaluation which is on the agenda for tonight's closed session. Things are happening but with five people instead of two.

Director Avels summarized that she heard two priorities identified in this discussion: budget and CEO evaluation. For the next meeting, she suggested that the board appoint an ad hoc committee for budget preparation.

Regarding the budget, Ms. Combs shared that the plan right now is for Ms. White and her to make sure the District has clean numbers and then Staff will present a restatement of the budget.

General consensus to table to the next meeting the discussion for ad hoc committee to address CEO evaluations.

Motion 16-10: Director Doyle motioned to amend the Bylaws as presented in the agenda packet; motion seconded by Director Avels. Director Sullivan called for a roll call vote.

- Director Hoffman: voted no with comment; the Community Health Center board needs to revise their bylaws to reflect this change in the District's committee structure.
- Director Doyle: yes
- Director Sullivan: yes
- Director Avels: yes
- Director Cooper: no

The motion carried by a vote of 3:2.



ACTION ITEM: *Frequency of Board Meetings*

Ms. Combs introduced the action item and referred the Directors to tab 6 in the agenda packet. The action item is presented at the request of the Board of Directors (January 27, 2016 meeting). Director Sullivan called for discussion.

Ms. Combs recommended that the Board of Directors convene two meetings per month to allow for the adequate presentation of information. Additionally, she recommended the second meeting be classified as a “regular” meeting to allow flexibility for agenda topics rather than considering a “special” meeting that would be limited to a single agenda item. General consensus by the board to convene two regular meetings per month.

Director Doyle directed attention to Article 4.1 of the Bylaws which states, “*Regular meetings of the Board shall be scheduled no less than once a month on a date convenient to the Board.*” She proposed that no change in the Bylaw language was necessary as it did not impose any restriction to additional regular meetings within the month.

Motion 16-09: Director Avels motioned to approve two regular meetings a month; motion seconded by Director Doyle; Director Sullivan called for a roll call vote.

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

The motion carried by a vote of 5:0.

CALENDAR REVIEW AND COORDINATION

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

- The next regular meeting of the Board of Directors is Thursday, February 25 at 5:30 p.m.
- There was discussion about scheduling the second meeting in the month. Effective with March’s second meeting, both regular monthly board meetings will move to Thursdays, specifically the second and fourth Thursdays of the month. The actual meeting dates will be March 10 and March 24. Meetings remain at 5:30 p.m.
- Requested information from January 27 meeting: the ACHD annual meeting is in May. Director Doyle suggested that at least one board member attend the conference.

NEXT AGENDA

- Budget
- Finalize CEO six-month evaluation

DIRECTOR COMMENTS

- Director Sullivan: thanked staff for the excellent reports. “I don’t like to have reports read to us but tonight it provided an opportunity to ask questions about the details of business. I have terrific confidence in this board to the do right thing in the end.” He spoke to tonight’s meeting discussion and clarified that no board member has ever questioned the integrity of another board



member; stating that the board members maintain respect for each other. He thanked everyone for the card acknowledging the recent loss of his mother.

- Director Avels: said she was loving the website “scratch page” announcing the soon-to-arrive new website. She stated she is feeling very informed about District business; liked the way Ms. Combs approached and prioritized the strategic plan and would like to see a more robust product. She is looking forward to Ms. Comb’s recommendations for the strategic plan. She shared that she ran into a City council member who was very complimentary about Dean Moore’s presentation at their strategic plan meeting, saying that he represented the District very well. She thanked guests for attending tonight’s meeting.
- Director Cooper: thanked Staff for their reports.
- Director Doyle: also thanked Staff for their reports and excellent work. She thanked Karen Graley for the wall signage and the work on the website. She is pleased with the evident progress of the District. “It’s obvious we can’t always agree on everything, but we know we all have the best interests of the District at heart; thank you for your commitment to Morongo Basin Healthcare District.”
- Director Hoffman: no comment.

OPEN SESSION ADJOURNED

Director Sullivan adjourned the open session at 7:28 p.m.

CONVENE TO CLOSED SESSION

The Board of Directors convened at 7:33 p.m. to Closed Session pursuant to:

- Government Code section 54957 of the Health and Safety Code: Employee Performance Evaluation, Chief Executive Officer; and,
- Government Code section 32106 of the Health and Safety Code: Report involving Trade Secret. Estimated date of public disclosure is projected to March 2016.

RECONVENE TO OPEN SESSION

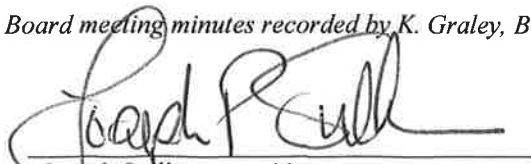
The Board of Directors reconvened to Open Session at 8:26 p.m. Director Sullivan reported that:

- CEO Evaluation: the evaluation form will be edited as discussed and distributed to board members who will bring the completed evaluation back to the next closed session on February 25.
- Trade Secrets: Ms. Coombs, CEO, was instructed to take action as directed. Disclosure is projected for March, 2016.

MEETING ADJOURNMENT

Director Sullivan adjourned the meeting at 8:30 p.m.

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



Joseph Sullivan, President



Patricia Cooper, Secretary