



Hi-Desert Memorial Health Care District dba
Morongo Basin Healthcare District
BOARD OF DIRECTORS REGULAR MEETING MINUTES
September 7, 2017 at 5:30 p.m.

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 Doyle, President
- Director Armstrong, Vice President
- Director Sullivan, Secretary
- Director Hoffman, Treasurer
- Director Markel-Greenhouse

Administrative Staff:

- Jackie Combs, CEO
- Karen Graley, Board Clerk

Guests:

- Jenna Hunt, The Desert Trail

CALL TO ORDER

Director Doyle called the meeting to order at 5:30 p.m.

ROLL CALL

- Karen Graley, Board Clerk, conducted roll call. All Directors were present for a quorum.

OBSERVANCES

Director Armstrong read the mission, vision and core value statements.

Director Greenhouse led the assembly in the pledge to the American flag.

PUBLIC COMMENT

No public comment.

APPROVAL OF MEETING AGENDA

Motion 17-67: Director Sullivan motioned to approve the meeting agenda as presented; motion seconded by Director Armstrong; 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, August 24, 2017

Motion 17-68: Director Hoffman motioned to approve the consent agenda as presented; motion seconded by Director Greenhouse; motion passed by unanimous vote.

ACTION ITEMS

BYLAWS REVISION – Director Sullivan

Director Sullivan referred the Directors to Tab 2 in the agenda packet. His recommended changes are highlighted in yellow. The Directors were in agreement with his proposed edits and discussed the following:



- **Article 3.2 Election and Term:** There was discussion about “qualified.” Director Doyle asked to have the attorney review and advise if qualified of “election and term.”
- **Article 3.8 Ethics Training:** There was discussion about fulfilling the training requirement and imposing a specific timeframe. Language will reflect current law.
- **Article 4.1 Regular Meetings:** There was discussion regarding regular meetings, the parameters defined in the existing language and any future need for cancellation of a regular meeting. General consensus to add the following language to this section: “However, the Board of Directors, at their discretion, may cancel one of the two monthly meetings in any given month.”
- **Article 5.2 Election of Officers:** Director Sullivan proposed language to permit the flexibility for a board member to serve more than one year, but not be open-ended in term. The Directors agreed to amend language to read: “However, subject to re-nomination and reelection by the board, an Officer may serve in that same office for no more than two (2) consecutive years.” Also, Director Armstrong proposed to change the first sentence of the section and provide for newly elected board members to participate in the election of officers; proposed to change the timeframe from December to January.
- **Motion 17-69: Ratification of Bylaws**
Director Hoffman motioned to ratify the Morongo Basin Healthcare District Bylaws as discussed, motion second by Director Armstrong. The motion was amended to table the ratification until the attorney reviews the changes. Motion passed by unanimous vote of 5:0.

REPORTS

MORONGO BASIN HEALTHCARE DISTRICT UPDATE – Jackie Combs, CEO

Ms. Combs provided a verbal report to the Board of Directors.

- The finance office is preparing for the annual audit.
- Ms. Combs attended the National Association of Community Health Centers conference with Ron Stewart and Susan Madavan in San Diego. “In comparison, we have four clinic sites and there were entities with hundreds of sites. We will pull best practices to incorporate into MBCHC.”
- She attended the BETA conference for malpractice. One of the breakout sessions for workers comp insurance was “Pills, Marijuana and Opioids.” It addressed the impact of these substances in the work environment and the potential for patient compromise due to medication influence and chronic pain. They stressed review of policies to avoid the perception of discrimination when intervention is appropriate. Director Doyle asked that staff report to the board about the findings of the review process.

CALENDAR REVIEW AND COORDINATION

The calendars for September and October were reviewed and coordinated.

NEXT/FUTURE AGENDA ITEMS

- ACHD conference reports
- Bylaws ratification
- AB123 timeline for ethics compliance (Director Hoffman)

DIRECTOR COMMENTS

- Director Greenhouse: looking forward to ACHD conference
- Director Sullivan: no comment
- Director Hoffman: no comment
- Director Armstrong: Asked about the board election process and the nominating committee. Historically the governance committee served as the nominating committee, but the committee was suspended. Discussion about the process. Resolved to consult with the attorney to avoid Brown Act compromise by polling board members as to their preference in which office to serve.
- Director Doyle: Thanked Director Sullivan for his work on the bylaws, and everyone else for their comments.

MEETING TRANSITION

The public / open meeting adjourned at 6:30 p.m. for a brief transition and convened to closed session at 6:35 p.m.

- Pursuant to Government Code section 54957 of the Health and Safety Code: Employee Performance Evaluation: Chief Executive Officer.

MEETING RECONVENED TO OPEN SESSION at 7:25 p.m. to receive Closed Session report. Director Doyle reported that the Board would meet again in closed session to finalize the CEO performance goals for the current year.

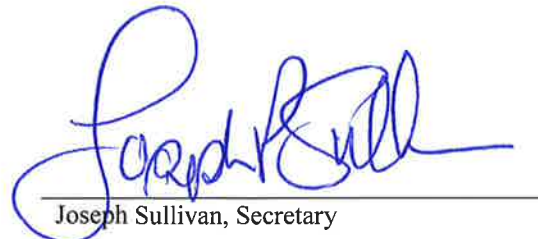
MEETING ADJOURNMENT

Director Doyle adjourned the meeting at 7:30 p.m.

Board meeting minutes recorded by K. Graley.



Marge Doyle, President



Joseph Sullivan, Secretary