

Mendocino Coast Healthcare District Board Special Meeting

MINUTES

Members Present: Lee Finney, Paul Katzeff, Susan Savage, Sara Spring, Jade Tippet

Guests: Supervisor Dan Gjerde, Supervisor Ted Williams, Adventist Health representative Judy Leach, Mendocino Coast Healthcare Foundation representative Terry Ramos

Public Attendees: 3 persons from the public attended plus 16 persons via Zoom

DATE: January 12, 2023

TIME: 6:00 PM

PLACE: Redwood Room, Adventist Mendocino Coast Hospital
700 River Dr.
Fort Bragg, CA

I. Call to order – by incumbent Sara Spring at 6:01 PM

II. Approval of agenda – Sara

Moved by Jade seconded by Susan to accept the agenda as distributed. Sara requested that items dealing with rules of order, retirement savings accounts, minutes of prior board meetings, presence & consultation with an attorney, organizational discussion, fiscal controls, standing and ad hoc committees, and audit be pulled from the agenda. Susan pointed out that a motion to table or continue any item to a future meeting would be appropriate at any time. The question was called by Paul.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

The agenda as distributed was adopted.

III. Swearing in of new members – Sara

Sara welcomed Supervisors Dan Gjerde and Ted Williams. Supervisor Gjerde administered the oath of office to incoming Board members Lee Finney, Paul Katzeff, Susan Savage, & Jade Tippet.

IV. Election of Chair – Sara

Jade moved and Susan seconded to nominate Lee Finney for Chair. There being no further nominations, the vote was called:

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

Lee Finney has been elected Chair. Jade presented Lee with a gavel.

V. Election of Vice Chair – Lee

Susan nominated Sara for Vice Chair. Jade nominated Paul Katzeff, who declined nomination. Sara then declined nomination also. Paul then rescinded his decline. There being no further nominations, the vote was called on electing Paul Vice chair.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

Paul Katzeff has been elected Vice Chair.

VI. Election of Secretary – Lee

Jade nominated Susan for Secretary. There being no further nominations, the vote was called on electing Susan as Secretary.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

Susan Savage has been elected Secretary.

VII. Election of Treasurer – Lee

Susan nominated Jade for Treasurer. Sara nominated herself. Both candidates were asked to say a few words about their qualifications. Sara emphasized her professional experience and history of board service. Jade defined the position as the public face of the district as it establishes fiscal priorities.

VOTE:

Lee: JADE

Paul: JADE

Susan: JADE

Sara: SARA

Jade: JADE

Jade Tippett has been elected Treasurer.

VIII. Board comments:

Paul: Encouraged the Board to not let process get in the way of good policy discussions.

Susan: Expressed appreciation for every member of the Board and their willingness to step up to do the people's business.

Jade: Thanked Adventist Health for the use of the Redwood Room for this meeting and encouraged the public to stay involved.

Sara: Expressed concern for the conduct of the meeting that had skipped her input twice and emphasized the importance of public input.

Lee: Encouraged the Board to focus on its commitment to the public as we rebuild trust, engage and educate the community, and strengthen relationships with all stakeholders.

IX. Public Comments:

Malcolm Macdonald raised a concern that presenting Lee with the gavel might raise Brown Act issues as it indicated foreknowledge that Lee would be elected Chair.

Judy Leach thanked the District on behalf of Adventist Health for the use of the building. In the 2 ½ years since the lease was initiated, the hospital has moved from serious jeopardy of closing to an increased current patient census of 19, reflecting growing public confidence. An improved electronic medical record system (EMR) is in process of being deployed to provide greater access to health information for both doctors and patients.

Gabriel Maroni suggested that any audits include an audit of services to provide a basis for building out healthcare services and suggested that affiliation with a university might be helpful in the future.

Karen Bowers shared that a healthcare working group is forming to support the District and encouraged anyone interested to contact her at karenbowersu2@gmail.com.

It was noted at 6:43 PM that the Zoom meeting was apparently not being recorded. This was rectified at that point, so any recording will reflect proceedings from 6:43 on.

X. Rules of Order – Lee

Susan moved and Jade seconded to adopt Roberts Rules of Order modified for small groups as the operating rules for conducting District business. There was discussion as to other possible models that might be considered. The question was called for.

VOTE:

Lee: YES

Paul: ABSTAINED

Susan: YES

Sara: YES

Jade: YES

Roberts Rules of Order modified for small groups was adopted.

XI. Minutes format – Susan

Susan requested Board preferences as to how minutes should be handled. Paul moved and Sara seconded that draft minutes be made available to the Board and the public within 7 days of any meeting, clearly watermarked as DRAFT and be posted on the website with any Zoom recordings.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

So ordered.

XII. Retirement Savings Accounts – Sara

An issue has been raised concerning 401A and 403B retirement savings accounts in place with employees of the hospital prior to the lease with Adventist. Sara has been in contact with the AIG plan representative and clarified that all participants in the 401A plans have received their funds and the account is closed. It is unclear at this time how many individuals remain in the 403B plan. Judy reminded the Board that Adventist cannot be involved, as this predated the lease agreement. Kendall` Smith shared a recent experience

with a very similar situation involving a plan for county employees that required the sign-off of the plan sponsor. It was moved by Paul, seconded by Susan to ask Sara to continue conversations with the AIG representative to clarify what's needed and report back in writing at our next meeting.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

So ordered.

XIII. Report by Devenney Group – Jade

Jade reported on a previously approved arrangement with the Devenney Group to evaluate the seismic retrofit options available to comply with the requirement to meet seismic standards by 2030. He also shared that there are grant funds available to help with the planning process that we should explore. While there is record of a proposal from the Devenney Group dating from November 2021, there was a question as to whether a contract for services was ever executed and who has a copy if so. It was moved by Jade, seconded by Susan to invite the Devenney Group to our next meeting for an update and to include as much back-up information as possible to the Board in writing in advance of the meeting. Kathy Wiley suggested that an ad hoc committee be created to shepherd the project and that seismic retrofit become a permanent agenda item. Norman De Vall requested that the Board give serious consideration to building a new hospital rather than just retrofitting the old one.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

So ordered.

XIV. Prior minutes – Sara

Sara reported on the painstaking work she has been doing to identify missing minutes from the last 2 years and to create minutes from Zoom recordings where available. These minutes are needed for District audits. Susan volunteered to create a database of the status of minutes for each meeting held since the last posting on the website in 2020. It was moved by Paul, seconded by Jade to hire someone to transcribe and create minutes needed from any available Zoom files. A report of the status of past minutes was requested at the next meeting.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

So ordered.

XV. Break Requested – Lee

A short 10-minute break was requested at 8:10 PM. The meeting was resumed at 8:20 PM.

XVI. Board presence of attorney – Lee

Lee reported that at this time, Alexander Henson is the attorney of record for the Board. This arrangement was authorized by the previous board on or about September 29, 2022, at approximately \$300 an hour. It was moved by Jade, seconded by Susan, to request Mr. Henson's presence via Zoom at our meetings to provide legal interpretations and advice as needed. Kendall Smith voiced a concern about the very large expense this would incur and suggested that the Board check on what role an attorney present might play and possible limitations on their ability to comment during a meeting. Kathy Wiley suggested the need for clear procedures for access to legal services and suggested that perhaps running the agenda by legal counsel prior to posting might be more helpful with the option to determine whether a particular item might benefit from legal presence at the meeting. The previous motion was withdrawn. It was then moved by Jade and seconded by Paul to authorize the chair as the single point of contact to consult with the attorney on the proposed agenda and to determine if any further support at the meeting would be needed. Sara suggested that the Board should evaluate the current attorney as to whether there is a good match with his skill set.

VOTE:

Lee: YES

Paul: NO

Susan: YES

Sara: NO

Jade: YES

Lee is hereby authorized to contact the attorney for this purpose.

XVII. Organizational Discussion – Paul

It was moved by Paul, seconded by Jade to move the organizational discussion to a special meeting or possibly a retreat.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

Approved to move this item to a future special meeting or retreat.

XVIII. Banking authorizations – Jade

Jade introduced the following attached resolutions for adoption. Sara noted that these resolutions called for the addition of a third available signer where there had only been two in the past.

Resolution No 2023-01 to authorize the Chair, Secretary and Treasurer as signers on all current Bank of America accounts as attached and to require at least 2 signers for all transactions in excess of \$10,000.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

So authorized.

Resolution No 2023-02 to authorize the Chair, Secretary and Treasurer as signers on all current Savings Bank of Mendocino County accounts as attached and to require at least 2 signers for all transactions in excess of \$10,000.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

So authorized.

Resolution No 2023-03 to authorize the Chair, Secretary and Treasurer as signers on all current Tri-Counties Bank accounts as attached and to require at least 2 signers for all transactions in excess of \$10,000.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

So authorized.

Resolution No 2023-04 to authorize the deposit and withdrawal of District funds in the Local Agency Investment Fund in the California State Treasury in accordance with Government Code 16429.1 and to designate the Chair, Treasurer and Secretary or their successors to execute any and all documents necessary for this purpose.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

So authorized.

XIX. Pelican storage – Jade

At this time, there is storage space at Pelican Storage in Fort Bragg for unused equipment and furniture that needed to be removed from the hospital. Prior Board member Norman De Vall arranged for storage space to accommodate at personal expense of \$720 a month. It was moved by Jade, seconded by Sara, to change the contract with Pelican Storage from Norman as the owner/ responsible party to the District and to reimburse Norman for any

expenses he has incurred for this storage facility.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

So ordered.

XX. Motion to continue – Susan

It was moved by Susan and seconded by Jade to continue any items on the published agenda that have not been addressed at this meeting to the next meeting.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

So ordered for inclusion on the next agenda.

VIII. Adjournment – Lee

Moved by Jade, seconded by Susan to adjourn.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

Meeting adjourned at 9:03 PM

Next meeting:

January 26 at 6:00 PM

Thanksgiving Coffee

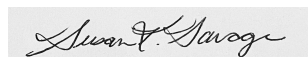
19100 S. Harbor Dr.

Fort Bragg, CA

Zoom option will be provided

I hereby certify that all the information contained in these minutes is true and correct.

Respectfully submitted,



Susan K Savage, Secretary

*Minutes approved 1/26/2023