

**DESERT HEALTHCARE DISTRICT
BOARD OF DIRECTORS
MEETING MINUTES
October 25, 2011**

A Regular Meeting of the Board of Directors of the Desert Healthcare District was held in the Jerry Stergios Building, First Floor, Palm Springs, CA

Attendance:

Members

Kay Hazen – Vice President/Secretary
Michael Solomon, MD – Treasurer
Sidney Rubenstein, DDS – Director
Glen Grayman, MD - Director

Absent

Mark Matthews - President

Staff

Kathy Greco, Chief Executive Officer
Peter Young, Chief Operating Officer
Samantha Prior, Operations Manager
Donna Craig, Chief Program Officer
Tricia Wheeler, Program Manager
Steve Brown, Executive Administrative Assistant

Legal Counsel

Jeffrey Scott, Esq.

Guests

Bob Adams, Highmark Capital (Tele-conference)
Arlene Rosenthal, President – Well in the Desert
Joan Wolff, Board Member – Well in the Desert
Renee Dar-khan, Program Specialist – Riverside County Office on Aging
Kim Hooper, Administrative Services Assistant - Riverside County Office on Aging
Michele Wilham, Deputy Director – Riverside County Office on Aging

CALL TO ORDER

The meeting was called to order at 2:00 pm by Vice-President Hazen.

APPROVAL OF AGENDA

Vice-President Hazen asked for a motion to approve the agenda.

Director Rubenstein expressed his opinion that he did not approve of having Legal Services, under New Business on the public agenda. However, he would not stand in the way of the agenda going forward as presented. Vice-President Hazen added that this item was an appropriate public agenda item and board members could elaborate and voice their concerns when that item was reached.

#11-75 MOTION WAS MADE by Director Solomon and seconded by Director Grayman to approve the agenda. Motion passed unanimously.

PUBLIC COMMENT

Jeff Scott, Legal Counsel, submitted his letter of resignation as general counsel. He thanked the Board and Staff for his sixteen years of service and wished the best for the District's future endeavors. Board members expressed appreciation for his service and commitment over the years. Mr. Scott left the meeting after public comments.

CONSENT AGENDA

Submitted for approval:

1. Board Minutes
 - a. Regular Meeting – September 27, 2011
 - b. Special Meeting - October 3, 2011
2. District September 2011 financial statements.

The date of the Special Board Meeting as reported in the October 3, 2011 Minutes was corrected to November 22, 2011.

#11-76 MOTION WAS MADE by Director Rubenstein and seconded by Director Solomon to approve the Consent Calendar with the correction to the October 3, 2011 Minutes. Motion passed unanimously.

QUARTERLY INVESTMENT REPORT

Bob Adams of Highmark Capital reviewed the quarterly Cash and Investment Summary for the District.

NEW BUSINESS

1. Request for Authorization for the Chief Executive Officer to Enter into an Agreement for Legal Services for the Desert Healthcare District.

Ms. Greco reported that after direction from the Board President to solicit legal services proposals, two local law firms with Special District experience were contacted. Staff interviewed Best Best & Krieger and Green, de Bortnowsky & Quintanilla. Best, Best & Krieger(BBK) has healthcare district experience across the state as well as representing two neighboring healthcare districts. After interviewing the 2 firms, Ms. Greco recommended BBK because of their experience and vast legal resources. There will be a team of 3 attorneys working directly with the District. Carlo Campos will be the lead and direct contact, Robert Patterson has direct healthcare district experience, and Robert Hargreaves is a partner with the firm.

Vice-President Hazen commented that for future reference, the procedure for changing legal services should include the Board. Her understanding is that past practice had been for the

Board to hire the CEO and legal counsel. Although nothing was done incorrectly, she would have preferred that the process for obtaining new legal services start with addressing any concerns about the current level of service with the F&A Committee. The Committee could then be brought in early to address concerns, provide input and recommendations on how to proceed, including making the full board aware. This would have provided more Board awareness and participation.

Director Rubenstein commented that he had worked with BBK over 16 years ago and found the firm to be very competent and professional. He supported Staff's recommendation but would have preferred that the entire Board had an opportunity to discuss this matter before bringing the item forward for action.

Director Grayman requested that if this motion is passed, Staff review any potential conflicts that BBK may have with Desert Regional Medical Center.

Director Solomon requested Staff investigate whether board members who cannot be at the scheduled board meeting have the ability to vote by email or absentee ballot.

#11-77 MOTION WAS MADE by Director Rubenstein and seconded by Director Grayman to Approve Staff's Recommendation to Appoint Best Best & Krieger as the District's Legal by Approving the Terms of the Proposal and Authorizing the F&A Committee or Board President to Execute the Contract Subject to the Contract Containing the Same Terms.

Motion passed unanimously.

2. Request Consideration for the Board of Directors of the Desert Healthcare District to Approve for the Riverside County Office on Aging, Aging and Disability Resource Connection (RCOoA, ADRC) \$15,000 as a 15% Match to Support RCOoA, ARDC's Program for an "Innovation Grant" Award from the Nation Center for Benefits Outreach and Enrollment.

The Riverside County Office on Aging is applying for a \$100,000 federal grant to develop and implement a simplified referral and application process for individuals who have been found eligible for one county/federal benefit to have the opportunity to apply for additional core county/federal benefits. The grant will enhance existing RCOoA staff to support, streamline, and coordinate with other county/federal agencies, all eligible benefits for eligible DHCD residents. The federal grant requires a 15 percent match (\$15,000) from a community partner, and The RCOoA is requesting this match from the DHCD. Because of the late notification of the notice of funding, and the October 31, 2011 deadline to apply, this request was presented directly to the Board rather than through the committee process. This grant has the ability to increase health, food, pharmaceutical, and energy assistance to eligible District residents.

#11-78 MOTION WAS MADE by Director Rubenstein and seconded by Director Grayman to Approve the Request to the Riverside County office on Aging, Aging and Disability Resource Connection (RCOoA, ADRC) for \$15,000 as a 15% Match to

Support RCOoA, ARDC's Program for an "Innovation Grant" Award from the Nation Center for Benefits Outreach and Enrollment. Motion passed unanimously.

DIRECTORS' REPORTS AND COMMENTS

None

DRMC GOVERNING BOARD DIRECTORS' COMMENTS

Director Rubenstein reported that the Board of Governors for Desert Regional Medical Center held a joint meeting with the JFK Governing Board on October 20, 2011. Director Rubenstein informed the Board that DRMC continues to monitor quality, participate in community activities, and is moving forward with various construction projects within the facility.

COMMITTEE REPORTS

1. Finance Committee – Director Solomon:

a.-i. The F&A October 11, 2011 Agenda & Meeting Minutes, COO Report, Parking Lot G Payment Tracking Schedule by Vendor, Las Palmas Medical Plaza Rental Status, RPP Report, Grant Payment Schedule, FY 10-12 Strategic Plan Tracking, and the Medical Reimbursements Oversight Procedure Memo were reviewed as provided in the Board Packet.

There was a discussion regarding the Oversight Procedure Memo. Vice-President Hazen explained that this was not requesting an audit of past reimbursements, but a procedure for oversight and verification of the process, (which could be conducted the COO or staff), to insure the CPA office processing medical reimbursements as required by the District's policy.

2. Program Committee – Director Rubenstein

a. - b. Director Rubenstein stated the agenda, meeting minutes of October 11, 2011, and the Grant Administration Report were enclosed for review.

c. Director Rubenstein reported that the Progress Report for the Angel View Crippled Children's Foundation was included in the packet for the Board's review.

d. Director Rubenstein reported that the Final Report for Visiting Nurse Association of the Inland Empire was included in the packet for the Board's review.

e. Director Rubenstein presented the following grant request recommended by the Program Committee for approval:

(1) Grant request #699 in the amount of \$21,505 to The Well in the Desert in support for Pantry Equipment.

#11-79 MOTION WAS MADE by Director Rubenstein and seconded by Director Grayman to approve the grant request in the amount of \$21,505 to The Well in the Desert in support for Pantry Equipment. Motion passed unanimously.

After the approval, Ms. Rosenthal reported that Fantasy Springs Casino would be flash freezing their leftover food from their buffets and delivering the food to the Well in the

Desert. Director Grayman suggested that the numerous hotels and restaurants in the valley could be providing their leftover food to the food agencies, however, there is a liability issue. Vice-President Hazen suggested that the Program Committee explore the possibility of a new or existing entity that could assume the risk and liability or somehow pay an insurance premium so the leftover food could be provided to the community.

- f. Director Rubenstein presented the following no-cost grant extension request recommended by the Program Committee for approval:
(1) Grant #481 – Coachella Valley Economic Partnership – Healthcare Industry Council 2009-2011.

#11-80 MOTION WAS MADE by Director Rubenstein and seconded by Director Grayman to approve the no-cost grant request to Coachella Valley Economic Partnership – Healthcare Industry Council 2009-2011. Motion passed unanimously.

CHIEF EXECUTIVE OFFICER REPORT

Ms. Greco reviewed her report for the Board.

Regarding the Desert Hot Springs Health and Wellness Center, Vice-President Hazen suggested a study session on this project for the Board's understanding of the workplan, current design, changes and potential costs. Board approval would need to follow early on in the process. In response to Ms. Greco's report regarding the promotion of Steve Brown to Manager of Community Relations and Special Project, Vice-President Hazen requested a new job description be brought to the next F&A Committee. Ms. Greco reported that the new job descriptions for all employees will be prepared for the F&A Committee.

ADJOURNMENT

The meeting was adjourned at 3:39 pm.

ATTEST:



Kay Hazen, Vice-President/Secretary
Desert Healthcare District Board of Directors

Minutes respectfully submitted by Steve Brown, Clerk to the Board