



DESERT HEALTHCARE DISTRICT
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SPECIAL MEETING STUDY SESSION OF THE BOARD
MEETING MINUTES
January 15, 2019

Directors Present	District Staff Present	Absent
President Jennifer Wortham, Dr.PH Vice-President/Secretary Les Zendle, MD Treasurer Mark Matthews Director Carole Rogers, RN Director Evett PerezGil	Chris Christensen, Interim CEO, CFO Lisa Houston, COO Donna Craig, Senior Program Officer Alejandro Espinoza, Program Officer and Outreach Director Will Dean, Communications and Marketing Director Andrea S. Hayles, Clerk of the Board <u>Legal Counsel</u> Jeff Scott	

AGENDA ITEMS	DISCUSSION	ACTION
A. Call to Order Roll Call	President Wortham called the meeting to order at 4:03 p.m. The Clerk of the Board called the roll with all Directors present except Director PerezGil.	
B. Pledge of Allegiance	President Wortham asked Director Matthews to lead the Pledge of Allegiance.	
C. Approval of Agenda	President Wortham asked for a motion to approve the agenda.	#19-45 MOTION WAS MADE by Vice-President Zendle and seconded by Director Rogers to approve the agenda. Motion passed unanimously. AYES – 4 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers NOES – 0 ABSENT – 1 Director PerezGil ABSTAIN – 0
D. Public Comment	There was no public comment.	
E. Consent Agenda 1. Website and Branding Service Agreements a. Graphtek Interactive – Website design and	President Wortham asked for a motion to approve the consent agenda.	#19-46 MOTION WAS MADE by Vice-President Zendle and seconded by Director Matthews to approve the consent agenda. Motion passed unanimously.



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<p>development service agreement – NTE \$26,000</p> <p>b. Leap Marketing Creative Agency – Branding service agreement – NTE \$9,250</p>		<p>AYES – 4 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers</p> <p>NOES – 0</p> <p>ABSENT – 1 Director PerezGil</p> <p>ABSTAIN – 0</p>
<p>F. New Board Members Appointment</p> <p>1. AB 2414 Legislative Term Limit Update</p> <p>a. Information from Assemblymember Eduardo Garcia’s office</p>	<p>Chris Christensen, Interim CEO, explained the language in the legislation for the terms of the appointed directors leaving office once their successors take office. The District inquired with Assemblymember Garcia, and the appointments will end with the two- and four-year term limits unless the legislation is modified. Per board direction, the Assemblymember is exploring the change options, but there are currently no assurances.</p> <p>President Wortham explained other candidates’ interest in potentially applying for a board appointment if the appointees were eligible to run for re-election. President Wortham initiated a discussion amongst the board to postpone the appointments until there is clarity with the legislation.</p> <p>President Wortham motioned to postpone the interviews until the District has the written opinion of legislative counsel. The motion was withdrawn given that other board members favored moving forward with the interviews.</p>	



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<p>2. Interview Questions – Standard or Random option</p> <p>3. Interviews to consider the appointment of two (2) new Board members from the newly annexed area of the District.</p>	<p>President Wortham explained the standard set of questions versus each director providing their own random questions. The board determined that each board member would use the standard set of questions with the possibility of some random questions throughout the interviews as an option.</p> <p>Jeff Scott, Legal Counsel, described the order of candidates – an open meeting with a fair process requesting that candidates have courtesy of other candidates by waiting in the lobby until Mr. Espinoza escorts each candidate to their interview.</p> <p>Director PerezGil joined the meeting at 4:18 p.m.</p> <p>President Wortham opened the interview process of all fourteen candidates representing the eastern annexed boundaries of the District.</p> <p>At the conclusion of the interviews, Jeff Scott, Legal Counsel, explained the process for appointment and selection thanking the candidates for their time, also noting the remarkable qualifications of each candidate as reiterated by Director Rogers.</p> <p>In conjunction with legal counsel, President Wortham opened the nominations with ballots and votes for candidates.</p>	
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<p>4. Appointment and Selection by Lots of two (2) and four (4) year terms.</p>	<p>Following the votes of candidates, Vice-President Zendle motioned to appoint Karen Borja by unanimous consent to the board of directors.</p> <p>Once more, under the direction of legal counsel, the directors voted, and Director Matthews moved to unanimously appoint Leticia De Lara to the board of directors.</p> <p>Jeff Scott, Legal Counsel, directed each appointed member, Leticia De Lara and Karen Borja to draw a lot for the term of appointment. Leticia De Lara's term will end in 2020 and Karen Borja's term will end in 2024.</p>	<p>#19-47 MOTION WAS MADE by Vice-President Zendle and seconded by President Wortham to appoint Karen Borja to the board of directors. Motion passed unanimously. AYES – 5 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, and Director PerezGil NOES – 0 ABSENT – 0 ABSTAIN – 0</p> <p>#19-48 MOTION WAS MADE by Director Matthews and seconded by President Wortham to appoint Leticia De Lara to the board of directors. Motion passed unanimously. AYES – 5 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, and Director PerezGil NOES – 0 ABSENT – 0 ABSTAIN – 0</p> <p>#19-49 MOTION WAS MADE by Director Rogers and seconded by President Wortham from the draw of lots to appoint Leticia De Lara to a two (2) year term ending in 2020, and appointing Karen Borja to a four (4) year term ending in 2024. Motion passed unanimously. AYES – 5 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, and Director PerezGil NOES – 0 ABSENT – 0 ABSTAIN – 0</p>
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<p>5. Consideration of Resolution appointing two (2) Directors.</p>	<p>Jeff Scott, Legal Counsel, explained the resolutions to appoint the two new directors.</p>	<p>#19-50 MOTION WAS MADE by Director Rogers and seconded by President Wortham to approve resolutions #18-10 and #18-11 appointing two (2) Directors – Karen Borja and Leticia De Lara to the board of directors. Motion passed unanimously. AYES – 5 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, and Director PerezGil NOES – 0 ABSENT – 0 ABSTAIN – 0</p>
<p>6. Administer of Oath of Office to new Directors</p>	<p>Jeff Scott, Legal Counsel, administered the oath of office to Leticia De Lara and Karen Borja – the two newly appointed board members.</p>	
<p>7. Board Date, Time, and Location</p>	<p>President Wortham described the current board meeting time of 6 p.m., explaining the challenges, and opening the discussion for the potential of a morning meeting or another day of the week.</p> <p>Recognizing work schedules, the lengthy drive from the east valley, the upcoming rezoning, and to accommodate east valley residents, Director Matthews moved to convene the monthly board of directors’ meetings at 5:30 p.m. each month.</p>	<p>#19-51 MOTION WAS MADE by Director Matthews and seconded by Vice-President Zendle to convene the monthly meetings of the board at 5:30 p.m. Motion passed unanimously. AYES – 7 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, Director PerezGil, Director Borja, and Director De Lara NOES – 0 ABSENT – 0 ABSTAIN – 0</p>



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	<p>Director PerezGil moved to convene the monthly board of directors' meetings on the fourth Tuesday of each month.</p> <p>Chris Christensen, Interim CEO, explained the District's newly acquired satellite office at the Regional Access Project (RAP) Foundation that includes the usage of a conference room with adequate space to hold the monthly meetings at no additional cost.</p> <p>Vice-President Zendle moved to convene the monthly board meetings at a central location in Palm Desert or the surrounding area, and a resolution that coincides with the new location.</p>	<p>#19-52 MOTION WAS MADE by Director PerezGil and seconded by Vice-President Zendle to continue to convene the monthly meetings of the board on the fourth Tuesday of each month. Motion passed unanimously. AYES – 7 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, Director PerezGil, Director Borja, and Director De Lara NOES – 0 ABSENT – 0 ABSTAIN – 0</p> <p>#19-53 MOTION WAS MADE by Director Rogers and seconded by Vice-President Zendle to convene the monthly meetings of the board at the Regional Access Project (RAP) Foundation. Motion passed unanimously. AYES – 7 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, Director PerezGil, Director Borja, and Director De Lara NOES – 0 ABSENT – 0 ABSTAIN – 0</p>
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G. Convene to Closed Session of the Desert Healthcare District Board of Directors	Convened to closed session of the Desert Healthcare District at 7:07 p.m. – PURSUANT TO GOVERNMENT CODE SECTION Public Employee Agreement pursuant to Government Code 54957 Title: Chief Executive Officer	
H. Reconvene to Open Session of the Desert Healthcare District Board of Directors	Reconvened to open session of the Desert Healthcare District at 7:20 p.m.	
I. Report After Closed Session	The Board in closed session directed legal counsel to take the appropriate action concerning the Chief Executive Officer matter.	
J. Adjournment	President Wortham adjourned the meeting at 7:23 p.m. in honor Cathedral City Mayor, Greg Pettis.	Audio recording available on the website at http://dhcd.org/Agenda-Board-of-Directors

ATTEST: 

 Les Zendle, MD, Vice-President/Secretary
 Desert Healthcare District Board of Directors

Minutes respectfully submitted by Andrea S. Hayles, Clerk of the Board