



DESERT HEALTHCARE DISTRICT
DESERT HEALTHCARE DISTRICT
SPECIAL MEETING OF THE BOARD OF DIRECTORS
MEETING MINUTES
February 26, 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 Director Karen Borja Director Leticia De Lara	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 4:04 p.m. The Clerk of the Board called the roll with all Directors present.	
B. Pledge of Alliance	President Wortham asked Director Matthews to lead the Pledge of Alliance.	
C. Approval of Agenda	President Wortham asked for a motion to approve the agenda.	#19-60 MOTION WAS MADE by Director Matthews and seconded by Director Rogers to approve the agenda. 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
D. Public Comment	Brad Anderson, Rancho Mirage resident, explained that he is attending the meeting to determine how the District benefits the community and the Coachella Valley and to learn and obtain more information.	



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E. Convene to Closed Session of the Desert Healthcare District Board of Directors	The board convened to closed session of the Desert Healthcare District board at 4:06 p.m.	
F. Reconvene to Open Session of the Desert Healthcare District Board of Directors	The board reconvened to open session of the Desert Healthcare District 5:10 p.m.	
G. Report After Closed Session	Jeff Scott, Legal Counsel, explained that in closed session the board provided input on the CEO's roles and responsibilities and took no action.	
H. Study Session on the Hospital Lease, New Providers, Facilities, Programs, and Services; and Market Analysis Topics: <ol style="list-style-type: none"> 1. Objectives 2 2. Market Analysis Report – March 2017 3. Hospital Lease Compliance Roles and Responsibilities 4. Review Appraisal (October 2018) and Seismic Reports (January 2019) 5. Potential Scenarios – Facilities, Programs, and Services 6. Recommend a Future Study Session – Facilities and Services 	<p>President Wortham introduced guests Danielle Sreenivasan, Director, Strategic Advisory Services, Premier, Inc.; Jody Hill-Mischel, Managing Director, Kaufman Hall Associates; and Patrick Smyth, Senior Vice President, Kaufman Hall Associates, also describing the objectives of the study session. Danielle explained the District boundaries as of 2016 illustrating the comprehensive market analysis and an engagement overview with projections through 2026.</p> <p>Referencing the Health Status Outcome of the Market Analysis, Director Borja requested an inclusion of zip code 92274, including the North Shore for future updated reports.</p> <p>Director De Lara wants to ensure the inclusion of data for patients seen at Volunteers In Medicine, (VIM) including the underinsured. However, underinsured patients are not captured in the data, and more understanding is requested.</p> <p>Jeff Scott, Legal Counsel, described Tenet Healthcare's financial issues</p>	



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	<p>with Desert Regional Medical Center 24 years ago that included the parties, term, and transfer of assets and liabilities to Tenet. Counsel Scott also outlined the additional terms of the Tenet lease.</p> <p>Jody Hill-Mischel, Managing Director, Kaufman Hall Associates; and Patrick Smyth, Senior Vice President, Kaufman Hall Associates, provided an overview of the Market Environment for providers, facilities, programs, and services such as gaps, initiatives, and considerations. Mrs. Hill-Mischel and Mr. Smyth also described the seismic evaluation, impact of the current lease on value, and the business enterprise valuation of Desert Regional Medical Center.</p> <p>President Wortham explained that the board should discuss a vision for the future, further detailing the necessity of a study session in April or mid-May.</p>	
<p>I. Consent Agenda</p> <p>I.1. Board Minutes</p> <p style="padding-left: 20px;">a. Special Meeting of the Board of Directors – January 15, 2019</p> <p style="padding-left: 20px;">b. Special Meeting of the Board of Directors January 22, 2019</p> <p>I.2. Finance and Administration</p> <p style="padding-left: 20px;">1. Approval of December 2018 and January 2019 Financial Statements – F&A Approved February 12, 2019</p> <p>I.3. Chief Executive Officer Recruitment</p>	<p>President Wortham asked for a motion to approve the consent agenda.</p> <p>Vice-President Zendle explained the aspects of CPS HR Consulting Chief Executive Officer executive recruitment professional services agreement.</p>	<p>#19-61 MOTION WAS MADE by Director Rogers and seconded by Vice-President Zendle to approve the consent agenda. Motion passed unanimously. AYES – 7 President Wortham, Vice-President Zendle, Director Matthews, Director Rogers, Director PerezGil, Director Borja, and Director De Lara</p> <p>NOES – 0</p> <p>ABSENT – 0</p>



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<p>a. CPS HR Consulting – Chief Executive Officer Executive Recruitment Professional Services Agreement – NTE \$23,500</p>		
<p>J. Resources and Philanthropy 1. Existing Grants Progress and Final Reports</p> <p>2. 1 Year Summary of Past and Existing Grants</p>	<p>Donna Craig, Senior Program Officer, explained the existing grants progress and final reports as outlined in the packet.</p> <p>Jeff Scott, Legal Counsel, described AB 2019 and the board’s prevention from engaging in individual meetings outside of the District’s established grant process.</p> <p>Donna Craig, Senior Program Officer, described the board’s request for a one-year summary of past and existing grants providing a brief synopsis.</p>	
<p>K. Desert Healthcare District CEO Report</p> <p>1. CEO Report</p> <p>2. Rezoning Process Timeline</p>	<p>Chris Christensen, Interim CEO, detailed the Priorities, Milestones, and Progress Measures update included in the packet.</p> <p>Chris Christensen, Interim CEO, described the transition to five election zones, the two newly appointed board members, and outlined the rezoning process timeline with one public hearing in the west, two public hearings in the east, and the final forum at the RAP Foundation offices. Mr. Christensen also explained the resolution to coincide with the rezoning into seven zones.</p>	



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<p>3. Consideration to Approve Resolution 19-01 to Divide the District into 7 Zones</p>	<p>Vice-President Zendle explained that most of the changes will occur in the west from five to possibly three representatives, suggesting an equal number of public hearings in the west and the east or with more discussion in the west; recommending one public hearing in the east, one public hearing in the west, and a public hearing mid-valley.</p> <p>The board directed staff to modify the rezoning timeline to include four public hearings with two in the west, two in the east, and one mid-valley.</p>	<p>#19-62 MOTION WAS MADE by Director Rogers and seconded by Vice-President Zendle to approve Resolution 19-01 to divide the District into seven zones. 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</p>
<p>L. Desert Regional Medical Center CEO Report</p>	<p>Michele Finney, CEO, Desert Care Network, Desert Regional Medical Center (DRMC), reported on January activity explaining an increase in patients except for the emergency room with 400 fewer visits that may be attributed to the new urgent care clinics. DRMC has implemented the new state laws on homelessness, outlining the number of admissions and discharged patients. The hospital received a \$1.1M grant for graduate medical education for training, including the residency program. Construction updates and upgrades for Sinatra One and Sinatra Five were detailed as well as the fire alarm system upgrade,</p>	



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	pharmacy regulations renovations, and emergency room upgrades will commence in May with some treatment bays completed. Community events were described such as orthopedic lectures, nutrition, and healthy beginnings.	
M. Desert Regional Medical Center Governing Board of Directors Report	Director Rogers explained the meeting of the most recent Governing Board describing a report from the chair of volunteers that included a report on volunteer performance; open and closed complaints from California Department of Public Health (CDPH); peer review reports and approval of new medical staff; board self-evaluation; and the review of board policies.	
N.1. Finance, Administration, Real Estate, and Legal Committee 1. No January Meeting of the F&A Committee 2. Minutes of Meeting Minutes – February 12, 2019	Director Matthews explained that there was no meeting in January and described the minutes of the February 2019 meeting.	
N.2. Hospital Governance and Oversight Committee 1. No January Meeting of the Hospital Governance and Oversight Committee 2. Minutes of the February 21, 2019 Meeting	Vice-President Zandle outlined Desert Regional Medical Center's compliance with the state homeless discharge law also describing the number of homeless admissions, discharges, clothing needs, and transportation. An update of the most recent Leapfrog scores was provided to the committee, and Vice-President Zandle also explained the upcoming quarterly hospital inspection.	



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<p>N.3. Strategic Planning Committee</p> <p>1. Standing Meeting Schedule – Second Tuesday 4 p.m. – Next Scheduled Meeting – March 12, 2019</p> <p>2. Meeting Minutes – February 12, 2019 and February 19, 2019</p> <p>3. Branding Logos & Taglines</p>	<p>President Wortham detailed the standing committee meeting dates and described the minutes of the meeting that included the branding logos and taglines.</p> <p>President Wortham described the choices of the committee for the logos and taglines that includes color schemes and wording that coincides with the Strategic Plan.</p> <p>Will Dean, Communications and Marketing Director explained the variations in color, text, placement of the graphics and other aspects of the logos and revisions.</p> <p>The board preferred logo three with the gold which highlights the District and Foundation, and the tagline Advancing community wellness in the Coachella Valley – number ten.</p>	<p>#19-63 MOTION WAS MADE by Director Rogers and seconded by Director PerezGil to approve the logo with the watermark above the name – number three with the gold highlighting the District and Foundation and the tagline Advancing Community Wellness in the Coachella Valley. 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 NOES – 0 ABSENT – 0</p>
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<p>N.4. Program Committee 1. Standing Meeting Schedule – Third Tuesday 12 p.m. 2. No February Meeting of the Program Committee</p>	<p>Director Rogers explained that there was no meeting of the Program Committee in February. The next scheduled meeting is March 19, 2019.</p>	
<p>N.5. Board/Staff Communications and Policy Ad Hoc Committee 1. Committee Meeting – February 19, 2019 2. Update on Board and Staff Roles and Responsibilities 3. District Bylaws – Amendments Including Resolution No. 19-02 changing the time and place for board meetings</p>	<p>Director De Lara described the February 19 meeting and the upcoming workshop, including the preliminary interviews that are underway in preparation for the Board and Staff Roles and Responsibilities Workshop.</p> <p>Director De Lara explained the amendment to the District Bylaws that includes the 5:30 p.m. meeting time and the new location at the Regional Access Project (RAP) Foundation.</p>	<p>#19-64 MOTION WAS MADE by Vice-President Zendle and seconded by President Wortham to approve District Bylaws Amendments to Resolution No. 19-02. 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</p>
<p>4. Consideration to Approve Ticket Distribution Policy – Revised Including Resolution No. 19-03.</p>	<p>Director De Lara described the current ticket policy for events and the committee proposing up to \$1,000 per year for each director, including the CEO with an allocation of \$500 through the current fiscal year.</p> <p>Director Rogers explained that the policy is examined each year and described inviting families, partners, and spouses that was in place at the prior board she served.</p>	<p>#19-65 MOTION WAS MADE by Director De Lara and seconded by Director Zendle to approve the Ticket Distribution Policy and Resolution No. 19-03 to include prior approval from the board for table purchases to charitable events. Motion passed 6-1. AYES – 6 President Wortham, Vice-President Zendle, Director Matthews, Director PerezGil, Director Borja, and Director De Lara</p>



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<p>5. Appointments and Duties for Committees Policy</p>	<p>Director Rogers emphasized encouraging board members visibility in public and distributed a sample policy of the Orange County Water District recommending \$3,000 per year for each director.</p> <p>Jeff Scott, Legal Counsel, explained the important differences between the District and Orange County Water District stating that the new ticket policy addresses and clarifies complimentary and purchased tickets also describing public resources as it relates to family members and spouses.</p> <p>President Wortham suggests a marketing plan for events.</p> <p>Chris Christensen, Interim CEO, explained the board's request for inviting community members to join each committee except for Hospital Governance and Oversight and the Strategic Planning Committees, describing a process with public advertising, interviews by the committee, and an appointment process with recommendations to the board. The committee suggests up to five Program Committee community members and up to three Finance and Administration community members.</p> <p>Director Rogers explained her request for at least three community members to provide input on the Hospital Governance and Oversight Committee. If there are no community members on the Hospital Governance and Oversight</p>	<p>NOES – 1 Director Rogers ABSENT – 0</p>
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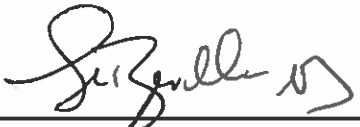
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	<p>Committee, Director Rogers will resign from the committee.</p> <p>President Wortham requested at least two to three community members on the Strategic Planning Committee; however, Director De Lara explained it is up to the board to plan the District's vision and growth with input from the community throughout the year.</p>	
O. Old Business	None	
P. Legal Comments & Report	Jeff Scott, Legal Counsel, explained that in the District's grant policy, the District cannot support fundraising and fundraising events.	
Q. MEMORIAL	<p>Director Matthews described the passing of Rhoda Kosslyn and Mr. and Mrs. Kosslyn's work with Desert Regional Medical Center, including negotiating the lease and other financial contributions in the Valley.</p> <p>President Zendle suggested documenting the history of the District and the various board members involved throughout the years with the District.</p>	
R. Informational Items	None	
S. Directors' Comments, Reports, & Staff Direction and Guidance	Director De Lara explained a meeting she attended hosted by South Coast Air Quality Management District with the purpose of encouraging the quality of life in the North Shore, health issues with air quality, pesticides, and the Salton Sea. Competitive funding will be available next year with applications due in 2019.	



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	<p>President Zendle explained that he viewed the most recent Palm Springs City Council meeting and Councilmember Holstege described the Coachella Valley Association of Governments' (CVAG) Homelessness Committee, including the formation of the District's Collaboration to End Homelessness, encouraging the District to continue with the collective fund.</p>	
<p>T. Adjournment</p>	<p>President Wortham adjourned the meeting at 8:04 p.m.</p>	<p><i>Audio recording available on the website at http://dhcd.org/Agenda-Board-of-Directors</i></p>

ATTEST: 

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

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