



MINUTES
FALLBROOK HEALTHCARE DISTRICT
REGULAR BOARD MEETING

Wednesday, May 11, 2016, 6:00 p.m.
Fallbrook Public Utilities District, 990 E. Mission Rd., Fallbrook

A. CALL MEETING TO ORDER

The meeting was called to order by President Tinker at 6:03 p.m.

Board members present: Barbara Mroz, Gordon Tinker, Stephen Abbott, Howard Salmon and Frank Winton

Board members absent: None

Others present: General Counsel Blaise Jackson and Executive Director Bobbi Palmer

President Tinker led in the Pledge of Allegiance.

B. ADDITIONS TO AGENDA

There were no additions to the agenda.

C. BOARD MEMBER AND PUBLIC COMMENTS

- C1. Timothy Coen, M.D. asked a question about the RFP for Urgent Care Services and whether specific hours were required for the services. The RFP did not specify hours as the Board of Directors will review the proposals for Urgent Care Services to determine what is feasible. Dr. Coen also noted that none of his public comments had been included in last month's minutes.
- C2. President Tinker said Bob Leonard's comments to the Board will be heard under the specific agenda items he referenced.

D. CONSENT ITEMS

D1. Minutes of April 13, 2016 Regular Board Meeting

D2. Minutes of April 21, 2016 Special Board Meeting

D3. Approval of March 2016 Financial Statements

D4. Approval of First Amendment of A+ MOU (two month extension)

Discussion: Board President Tinker noted that Bob Leonard requested to address the Board regarding item D1, D2 and D4. Mr. Leonard said in his opinion there was a conflict between the minutes of the Regular Board Meeting (D1) and the First Amendment of A+ MOU (two-month extension) item D4. The minutes reflect the approval of a one-month extension payment of \$14,500 to A+ and the First Amendment reflects a two-month extension in a different amount. Lastly, item D2, minutes of the April 21, Special Board Meeting refers to an RFP to be made available the following week. He asked for the status of the RFP and if copies are available. Executive Director Bobbi Palmer said the RFP was published in the Village News, posted on the FHD website and posted at the Fallbrook Healthcare District (FHD) office building at 138 S. Brandon Road.

President Tinker said that based on the above comments he would pull item D4 from the Consent Calendar for further discussion/action and would entertain a motion to approve items D1, D2 and D3.

Action: It was moved by Director Salmon, seconded by Director Mroz to approve Items D1, D2 and D3 on the Consent Calendar as presented. The motion carried unanimously.

Discussion: President Tinker invited discussion of item D4, Approval of First Amendment of A+ MOU (two-month extension). Legal Counsel reiterated that confusion regarding the subsidy amount paid to A+ Urgent Care was the result of an overpayment and subsequent reduced subsidy payment to right the error that occurred prior to the arrival of Executive Director Bobbi Palmer. The

correct subsidy amount per month is \$19,500.00. As a result of the confusion, the minutes accurately reflected the action taken at the April 13th meeting of the Board of Directors in the amount of \$14,500.00. Further discussion ensued resulting in the understanding of the Board that the correct payment amount is \$19,500.00 per month for April and May of 2016, and that the MOU memorializes the two month support extension.

Action: Director Abbott moved, Director Mroz seconded that the First Amendment to Fallbrook Healthcare District Memorandum of Understanding with A+ Urgent Care, Inc. (item D4) be approved as presented. The motion carried 4 – 1 with Director Winton voting “no.”

E. REPORTS

- E1. Finance Committee: Director Salmon noted that the Finance Committee report includes data that is two months old and suggested that moving the Finance Committee meeting to the second or third week of the month would make it possible for the report to be more current. Discussion ensued and the consensus was that since nearly all revenue is from property taxes and has remained fairly static, there is no need to implement that change. Director Salmon said that a Request for Proposal (RFP) for Financial Auditor services had been posted and sent to nine firms. Two proposals have been received and representatives from the companies will be interviewed. See attached financial document for financial data.
- E2. Community Healthcare Programs: Director Mroz reported the District's new initiative which is: Call to Activity – Wellness – One Step at a Time is being introduced at multiple collaborative meetings. Director Mroz will be facilitating the Woman of Wellness events at the Fallbrook Library each month and the initiative has been introduced there as well.
- E3. Gov't and Community Relations: President Tinker reported that he had attended the ACHD Annual Meeting. He said many legislators perceive that healthcare districts are “ghost governments” with very little transparency and openness to the public. He said there is also a need to keep in touch with our legislators. One proposal is to allow LAFCO to dissolve a district without a vote of the people (due to the problems at one particular healthcare district). ACHD has developed a simple one-page description of what healthcare districts are and what they do. This will be helpful in sharing our position and purpose. The keynote speaker was from LIFT and shared that they have found there is an opportunity to get reimbursement from Medicare and Medi-Cal for transportation of patients. They have started this in New York, and since transportation is a critical issue in our District this is likely something we would want to pursue. Director Salmon, who also attended the ACHD Annual Meeting along with Gordon Tinker and Bobbi Palmer, commented that “ghost districts” are not exclusive to healthcare in that there are other Special Districts including water, cemetery, and others that must also be transparent. President Tinker said Bobbi Palmer had a major role at the Annual Meeting. She has served on the ACHD Board for four years and served as Chair of the Education Committee. With Mrs. Palmer's term ending, ACHD has offered that a Board member from Fallbrook Healthcare District would be welcome to join the ACHD Board. President Tinker asked the Board members to consider their offer. Lastly, President Tinker shared that NFL Referee Jim Tunney spoke to the attendees about Teamwork. His definition of TEAM: Together Everyone Accomplishes More.
- E4. Facilities: Director Tinker. No report.
Discussion: Dr. Coen had a question regarding the District's negotiations to sell the hospital and he understands the negotiation process takes place in Closed Session. He asked if the public has the right to know the identity of the buyer? Legal Counsel said there is a process outlined in the Health & Safety Code for this action. At the appropriate time the public will be notified of the proposed action and the public will have the opportunity to vote on it.

Bob Leonard commented that in the Board packet is Resolution No. 415 lists Latham Management and Consulting Services, a corporation affiliated with KPC Global, Inc. and therefore he does not understand why Dr. Coen's question cannot be answered. Legal Counsel said he would be discussing this further under Agenda item F1.

Mr. Leonard said at the last board meeting he had submitted a written request to legal counsel in attendance for the RFP that resulted in the employment of a negotiator for the District, an agent for District in the current sale of the real estate property. Blaise Jackson said he was unaware of the request and Mr. Leonard said he had provided a copy to the person serving as legal counsel at last month's meeting. Mr. Leonard stated he felt there had been enough time for his request to have received a response.

- E5. Executive Director: Bobbi Palmer reviewed her report discussing the merger of the Community Collaborative Committee (CCC) and Community Access to Child Health (CATCH) with a united goal of working with representatives from the school districts to help to meet the health care needs of children as well as seniors in our communities. She also discussed working collaboratively with Kevin Meyer, Division Chief with North County Fire Protection District and Rachel Mason, Executive Director of the Foundation for Senior Care to develop the First Responder Pilot Project, an EMS Community Health Navigation System. There are two goals: Decrease non-emergency calls and to increase coordination of care. More information will be forthcoming. Please refer to the ED report included in the packet.
- E6. General Counsel: Blaise Jackson said his comments would be confined to F1 and F2, and Closed Session.

F. DISCUSSION/ACTION ITEMS

- F1. Resolution No. 415 – Rescinding Resolution No. 414 (Latham Agreement Approval)

Discussion: Bob Leonard expressed concern regarding the wording of this resolution, specifically the word “rescinding” and suggested a better term would be “termination” as he questioned the Board's intent in the use of rescind. He perceives the word rescind as being the Board's attempt to recover from an action taken by the Healthcare District Board without substantial public input and review.

Director Abbott noted Mr. Leonard's concern, and assured those present that the Board members are every bit as passionate about making sure that the best possible decision(s) are made. He said Board members understand the frustration of not having answers. He discussed the negotiation process and noted that multiple entities advise the Board regarding this matter and everyone is searching for and working toward the best possible outcome to further our mission to do the greatest amount of good for the greatest number of people. Further discussion ensued. Mr. Leonard invited members of the Board to attend a meeting of legislative representatives and interest parties on the 3rd Thursday of each month (except Nov. & Dec.) at 9:00 a.m. in the Salsa Room in Bonsall for a meeting of the Unincorporated Communities Governmental Affairs. He asked those interested in participating to e-mail him. Mr. Leonard also suggested that if the Board would involve members of the public prior to the negotiation process, it would be helpful in achieving the goal of more transparency.

President Tinker entertained a motion to act on Resolution No. 416.

Action: It was moved by Director Salmon and seconded by Director Mroz to approve Resolution No. 416 by a roll call vote. The Resolution passed unanimously.

- F2. Discussion/First reading of Draft Investment Policy for the District, FY 2016-2017 - Legal Counsel
Discussion: Bob Leonard had requested to address the Board regarding this agenda item. He said the draft of Resolution No. 416 contains an error in the second paragraph referring to

"Fallbrook Healthcare Water District." Legal Counsel said the Resolution is in "draft" form and the error will be corrected.

Legal Counsel said the Finance Committee Chairman Howard Salmon and Executive Director Bobbi Palmer suggested the adoption of an Investment Policy for Fiscal Year 2016-2017. Mr. Jackson noted that the Government Code does not require a written policy, and that the District follows the code. Counsel reviewed each section of the resolution and said the Finance Committee and other members of the Board might recommend changes or further corrections, before the Policy is brought back for formal adoption at the June regular meeting.

Action: None taken.

G. ITEMS FOR SUSEQUENT MEETINGS

- G1. Other Director/Staff discussion items
 - G1a. Item(s) for future board agendas
 - Community Outreach Services
 - G1b. Announcements of upcoming events:
 - North County Communities Collaborative Health Initiative (NCCCHI) meetings
Every Wednesday, 2:00 p.m.-3:00 p.m., FHD Board Room
 - Health & Wellness Fair – Saturday, May 14, 2016, 9:00 a.m. – 1:00 p.m. at La Paloma Elementary School
 - CCC/CATCH meeting – Monday, May 16, 2016, 9:00 a.m. – 10:30 a.m. at Fallbrook Public Utility District Board Room.
 - Woman of Wellness – Thursday, June 2, 2016 – 6:00 p.m. at the Fallbrook Library
 - G1c. Announcements of upcoming conferences:
 - CSDA Special Districts Legislative Days, May 17-18, 2016 in Sacramento
- G2. Next Regular Board meeting – Wednesday, June 8, 2016 – 6:00 p.m. at the Fallbrook Public Utility District Board Room

H. CLOSED SESSION

- H1. CONFERENCE WITH REAL ESTATE NEGOTIATOR REGARDING SALE OF REAL PROPERTY PER GOVT. CODE 54956.8 – Conference shall include Price and Terms. District Negotiator: Travis Ives.
APN #s 105-811-01 and 103-246-51/ (Former Hospital Property – 624 E. Elder Street/138 S. Brandon Road)

The Board adjourned into Closed Session at 7:15 p.m.

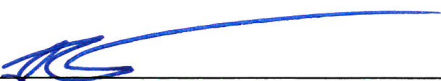
I. ADJOURNMENT

The Board reconvened into Open Session. In closed session, the District's negotiator was directed to take appropriate action concerning the real estate matter. There being no further business, the meeting was adjourned by President Tinker at 8:00 p.m.

ATTESTATION:



Gordon Tinker, President



Stephen Abbott, Secretary