

CAMBRIA COMMUNITY HEALTHCARE DISTRICT
Regular Board Meeting Minutes
Wednesday, April 17, 2019

1. OPENING

Call to Order

President Gray called the meeting to order at 1:01 PM

Pledge of Allegiance

President Gray led the Pledge of Allegiance

Establishment of a Quorum

Four members of the Board of Directors were present. Dr. Miguel Hernandez was excused.
Staff present: Administrator Robles-Wilson.

2. PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA

No members of the public were present.

3. CONSENT AGENDA

The minutes of the regular March 2019 minutes were approved by the Board 4/0. President Gray reported that in closed sessions March 29 and April 10, 2019 there was no reportable action.

4. REPORTS

A. ADMINISTRATOR REPORT AND FINANCIAL REVIEW

Administrator Robles-Wilson discussed the issues in her report. Director Rice presented the financial review showing an improvement in performance to budget by an additional \$3,300. Finance Committee took an action item to review 24/7 and 12/7 ambulance shift savings as well as ambulance coverage at night.

B. COMMITTEE REPORTS

Director Fedoroff reported the Property and Facilities Committee did not meet.

Director Mileur reported that the Healthcare Advocacy and Education Committee did not meet but had a very successful fall-prevention workshop. Workshops will continue until May 21st. Spent \$311.58 vs \$500 budget. Dr. Mileur will report on grant availability and report back in June.

Director Rice reported the Finance Committee did not meet but will meet to review ambulance action item above.

5. REGULAR BUSINESS

A. Director Rice reported that the annual audit was successfully completed. Audit report reviewed telephonically with auditor. Auditor will present audit results in June.

B. The District ByLaws were reviewed and modified as follows:

Article VIII, § 6 from:

“Section 6. Sale of Property of District

6.1 Subject to the requirements of Health and Safety Code, whenever the Board of Directors determines by a majority vote that the District owns property in its opinion not needed for the District's affairs, it may order said property sold upon such terms and conditions as they determine appropriate.”

to:

“Section 6. Sale of Property of District

6.1 Subject to the requirements of Health and Safety Code, whenever the Board of Directors determines by a majority vote that the District owns property in its opinion not needed for the District's affairs, it may order said property disposed.

6.2 The Administrator is authorized, at his or her sole discretion, to determine the manner and method of disposal of District property that has been determined by the Board of Directors to be surplus to the needs of the District. Disposal methods may include negotiated sale, auction, consignment, scrap or salvage or donation to non-profit, charitable or government entities. Disposal must be done to maximize the overall dollar return to the District if a buyer can be found. If no buyer can be found, the list of items to be donated should be brought for Board approval. In the event the Administrator determines there is no salvage value, no buyers, or no donee to benefit from a donation, the surplus items can be discarded. Documentation of disposal shall be made in order to reduce accountability of District property.”

Board voted 4/0 to adopt the change.

Director Gray suggested removal of **Article VI, Duties and Qualifications of the Operations Director** because the Operations Director does not report directly to the Board. The other two positions, the Administrator and District Counsel, both report directly to the Board. After discussion, the Board voted 4/0 to adopt removal of Article VI. Said Article will be designated “RESERVED” to preserve numbering of subsequent Articles.

Director Gray proposed modifying **Article I, §9, Organizational Meetings**, paragraph 9.1, to strike the portion that reads “this process includes a rotation established whereby the officers rotate annually, through succession,” in order to permit the Board to determine each year the election of its officers as the Board majority sees fit. Board voted to adopt the change 4/0.

C. The Board discussed forming an IRS Section 501 (c) 3 foundation to attract charitable contributions. The Board decided to direct District Counsel to draft the framework of such a foundation and bring the framework back to the Board for final approval. The Board voted 4/0 to authorize District Counsel, utilizing District funds, to set up a charitable foundation framework.

D. The Board discussed the acquisition of a new, 2019 Demers Type II ambulance as competitively proposed by Redsky Emergency Vehicles in their April 9, 2019 proposal not to exceed \$93,000 with financing provided by Municipal Finance Corporation at an APR of 3.5% as set forth in their April 16, 2019 proposal. Board voted 4/0 to acquire the Type II ambulance on those terms and directed the Administrator to proceed with acquisition and financing.

E. The Board discussed the amendment to the current CHC lease as proposed by the Administrator following CHC's vacating the portion of Suite C consisting of three rooms and a hallway. Board voted 4/0 to accept the amendment as proposed.

F. Director Fedoroff made a motion to dispose of Unit 10, the 1999 Ford Expedition owned by the District due to the low usage since it was brought back to District property on Main Street January 1, 2019. Board voted 4/0 to direct the Administrator to dispose of the vehicle per the District ByLaws as amended in today's Board meeting.

6. DECLARATION OF FUTURE AGENDA ITEMS

A. Report back from Staff Counsel on 501 (c) 3 foundation framework.

7. ADJOURN TO CLOSED SESSION

The regular meeting was adjourned to Closed Session at 3:13 PM.