

CAMBRIA COMMUNITY HEALTHCARE DISTRICT

Regular Board Meeting Minutes
 Wednesday, September 19, 2018
 1:00 p.m.

AGENDA ITEM	DISCUSSION OR ACTION								
1. OPENING									
A. Call To Order	President Wood called the meeting to order at 1:00 p.m.								
B. Pledge of Allegiance	President Wood led the Pledge of Allegiance.								
C. Establishment of a Quorum	<table border="0"> <tr> <td>President Wood</td> <td>Present</td> </tr> <tr> <td>Vice President Gray</td> <td>Present</td> </tr> <tr> <td>Secretary Bianchi</td> <td>Present</td> </tr> <tr> <td>Trustee Putney</td> <td>Present</td> </tr> </table> <p><u>Staff Present</u> Administrator Sayers Operations Director Melendy – after closed session Administrative Services Manager Nagy – after closed session Legal Counsel Minnery Administrative Clerk Harper – after closed session</p>	President Wood	Present	Vice President Gray	Present	Secretary Bianchi	Present	Trustee Putney	Present
President Wood	Present								
Vice President Gray	Present								
Secretary Bianchi	Present								
Trustee Putney	Present								
D. Report from August 15 and September 10, 2018, Closed Sessions	Trustee Wood reported that there was no reportable action.								
2. ADJOURN TO CLOSED SESSION	Trustee Wood adjourned to Closed Session at 1:02 pm.								
3. OUT OF CLOSED SESSION	<p>Trustees came out of Closed Session at 2:15 pm. Trustee Wood called the Regular Meeting to order at 2:30 pm.</p> <p>At this time, Trustee Wood reported that there was no reportable action from the September 19, 2018, Closed Session.</p>								
4. PUBLIC COMMENT	PUBLIC COMMENT: None								
5. CONSENT AGENDA	<p>Trustee Gray pulled Items 5A and D, for questions regarding CHC's moving timeline, and also ambulance income reporting.</p> <p>Trustee Putney pulled Item 5B for clarification on the Activity Report.</p> <p>Trustee Putney moved to approve Items 5C and E.</p> <p>Trustee Bianchi seconded the motion.</p> <p>Motion carried 5/0.</p> <p>5A – Trustee Gray inquired regarding CHC's planning process for moving into the Knollwood</p>								

CAMBRIA COMMUNITY HEALTHCARE DISTRICT

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<p>5. Continued</p>	<p>office. Administrator Sayers explained.</p> <p>5B – Trustee Putney requested clarification regarding the number of calls on the Activity Report in August. Operations Director Melendy explained.</p> <p>5D – Trustee Gray requested clarification regarding the difference between the number of transports and what was billed. Administrator Sayers explained.</p> <p>Trustee Gray moved to approve Items 3A, B, and D.</p> <p>Trustee Bianchi seconded the motion.</p> <p>Motion carried 5/0.</p> <p>At this time, Administrator Sayers referred to an engagement letter from the current auditing firm, which requires signatures. He requested and received authorization from the Board to sign it.</p>
<p>6. VERBAL REPORTS</p>	
<p>A. MONTHLY FINANCIAL REVIEW</p>	<p>Administrator Sayers reviewed August revenues, fund balance, transports, and budget amounts.</p> <p>Trustee Gray requested clarification regarding accounts payable, and what the district might expect for property tax income. Administrator Sayers clarified.</p> <p>PUBLIC COMMENT: Bill Rice</p>
<p>B. AD HOC COMMITTEE REPORTS</p>	<p>Trustee Gray reported that there had been no Healthcare Advocacy Committee meeting.</p> <p>Trustee Wood reported that the Public Education & Outreach Committee had not met.</p> <p>Trustee Putney reported that the Budget and Property and Facilities Committees had not met.</p> <p>Trustee Gray inquired as to whether it was possible to add another Member to the Ad Hoc Finance Committee, since it had become a one-member committee. Trustee Wood added himself as a second member.</p> <p>Trustee Bianchi reported that the CCHD/CCSD Shared Services Committee has not met since last meeting.</p>
<p>C. OTHER COMMITTEE REPORTS</p>	<p>There were no other committee reports.</p>

CAMBRIA COMMUNITY HEALTHCARE DISTRICT

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<p>7. REGULAR BUSINESS</p>	
<p>A. DISCUSSION REGARDING FILLING OF BOARD VACANCY BEFORE THE NOVEMBER ELECTION FOR ACTION.</p> <p><u>TIME ON TAPE 20:20</u></p>	<p>Legal Counsel Minnery presented Item 7A, discussing the process of filling a board vacancy and requesting direction from the Board.</p> <p>Board discussion followed regarding the process.</p> <p>Trustee Bianchi made a motion to use Trustee Wood's fallback position to make sure the district is in compliance with the law.</p> <p>Further Board discussion followed regarding how to proceed.</p> <p>PUBLIC COMMENT: None</p> <p>Further Board discussion followed regarding complying with the law.</p> <p>Trustee Wood asked for a restatement of the motion. Trustee Bianchi restated it as follows: We shall comply with the law and notice the vacancy in as minimal a manner as possible, and receive letters of interest.</p> <p>Trustee Wood seconded the motion.</p> <p>Trustee Putney-No Trustee Bianchi-Aye Trustee Gray-No Trustee Wood-Aye</p> <p>Motion failed 2/2.</p>
<p>B. DISCUSSION REGARDING THE RESIGNATION OF ADMINISTRATOR SAYERS, AN EXIT AGREEMENT FOR ADMINISTRATOR, AND THE STATUTORY AND CONTRACTUAL REQUIREMENTS OF THE DISTRICT IN POST-EMPLOYMENT OF ADMINISTRATOR FOR ACTION.</p> <p><u>TIME ON TAPE 40:23</u></p>	<p>Legal Counsel Minnery presented Item 7B, providing details regarding Administrator Sayers' resignation. He requested authorizing the execution of the Exit Agreement, if acceptable.</p> <p>PUBLIC COMMENT: None</p> <p>Trustee Putney made a motion to approve the Exit Agreement with Administrator Sayers as written, with the addition of asking staff to add in the payment option, and to authorize the president to sign an execution on behalf of the Board.</p> <p>Trustee Bianchi asked Trustee Putney to consider adding that the Board has received the resignation</p>

CAMBRIA COMMUNITY HEALTHCARE DISTRICT

Regular Board Meeting Minutes
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<p>B. Continued</p>	<p>of Mr. Sayers, and directs staff to pay him in accordance with the statutory contractual obligation, and consider accepting Mr. Sayers' offer of consulting services.</p> <p>Trustee Putney agreed to the language.</p> <p>Trustee Gray seconded the motion.</p> <p>Motion carried 5/0.</p>
<p>C. DISCUSSION REGARDING THE PROCESS OF RECRUITMENT FOR AN INTERIM AND/OR PERMANENT ADMINISTRATOR FOR DIRECTION AND ACTION.</p> <p><u>TIME ON TAPE 45:57</u></p>	<p>Legal Counsel Minnery presented Item 7C, discussing the recruitment process for replacing Administrator Sayers, and requesting direction to staff.</p> <p>Board discussion followed regarding recruitment.</p> <p>PUBLIC COMMENT: Iggy Fedoroff</p> <p>Board discussion followed regarding planning a closed session.</p> <p>The Board agreed to hold two special meetings on October 3, 2018, one closed and one open. They directed Administrator Sayers to look into the availability of the meeting room, with the meeting time to be determined.</p>
<p>D. ADMINISTRATOR SAYERS REPORTED ON THE STATUS OF THE MAIN STREET PROPERTY RELOCATION OF THE DISTRICT OFFICE AND AMBULANCE STATION FOR DISCUSSION AND ACTION.</p> <p><u>TIME ON TAPE 1:13:11</u></p>	<p>Administrator Sayers and Operations Director Melendy presented Item 7D, explaining details of the move back to the Main Street property, and plans for the space.</p> <p>Board discussion followed regarding the use of the Main Street property, and costs and timing for renovations and relocation of crews.</p> <p>PUBLIC COMMENT: None</p> <p>Further Board discussion followed regarding costs.</p> <p>Trustee Gray moved to allocate up to \$15,000 to be used by the administrator and operations director for Suite C work as described in today's discussion.</p> <p>Trustee Bianchi seconded the motion.</p> <p>Motion carried 5/0.</p>

CAMBRIA COMMUNITY HEALTHCARE DISTRICT

Regular Board Meeting Minutes
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<p>E. ADMINISTRATOR SAYERS DISCUSSED A STATION SUPERVISOR POSITION FOR POSSIBLE ACTION.</p> <p><u>TIME ON TAPE 1:31:00</u></p>	<p>Administrator Sayers and Operations Director Melendy presented Item 7E, providing details regarding the proposed station supervisor position.</p> <p>Board discussion regarding the position followed.</p> <p>The Board gave direction to add language to the job description, and to have labor counsel look at it to make sure there are no violations. Operations Director Melendy said that he would update the description and bring it back to next month's Board meeting.</p> <p>PUBLIC COMMENT: None</p>
<p>F. ADMINISTRATOR SAYER REVIEWED AN ELIGIBILITY DETERMINATION LETTER FROM FEMA REGARDING THE MUDSLIDE EVENT OF JANUARY 2017 FOR REQUESTED FUNDING TO REPLACE THE AMBULANCE STATION FOR DISCUSSION G. AND POSSIBLE ACTION.</p> <p><u>TIME ON TAPE 1:52:17</u></p>	<p>Administrator Sayers presented Item 7F, requesting direction from the Board.</p> <p>Board discussion followed regarding ways to approach funding for mitigation costs, as well as whether to appeal FEMA's decision.</p> <p>The Board gave direction to Administrator Sayers to find a law firm to give a second opinion on whether or not the district's appeal would be successful.</p>
<p>G. ADMINISTRATOR SAYERS DISCUSSED THE STATUS OF THE NEW USED AMBULANCE, THE SELLING OF UNIT 15, THE NEED TO PURCHASE A NEW USED POWER GURNEY, FOR BOARD REVIEW AND ACTION.</p> <p><u>TIME ON TAPE 2:10:27</u></p>	<p>Operations Director Melendy presented Item 5G, reporting that the new used ambulance has been received and registered. He also reported on the proposed purchase of a power gurney.</p> <p>Board discussion followed regarding procuring funds for the power gurney.</p> <p>Trustee Putney made a motion that the Board approve the purchase of the used Power Stryker, with the caveat of the direction to staff that they exercise all opportunities to get additional funding to offset the district's cost, before purchasing.</p> <p>Trustee Bianchi seconded the motion.</p> <p>Motion carried 5/0.</p>

CAMBRIA COMMUNITY HEALTHCARE DISTRICT

Regular Board Meeting Minutes

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<p>8. DECLARATION OF FUTURE AGENDA ITEMS.</p>	<p>No future agenda items were declared at this time.</p> <p>Trustee Putney, along with the entire Board of Trustees, acknowledged the excellent service of Administrator Sayers, for the record.</p> <p>Administrator Sayers acknowledged the credentials of the new legal counsel, Jeff Minnery.</p>
<p>9. ADJOURNMENT</p>	<p>Trustee Wood adjourned the meeting at 4:57 pm.</p>