

CAMBRIA COMMUNITY HEALTHCARE DISTRICT

Regular Board Meeting Minutes

Wednesday, December 12, 2018

1:00 p.m.

AGENDA ITEM	DISCUSSION OR ACTION
1. OPENING	
A. Call To Order	Acting President Gray called the meeting to order at 1:00 p.m.
B. Pledge of Allegiance	Acting President Gray led the Pledge of Allegiance.
C. Establishment of a Quorum	<p>President Gray Present Vice President Mileur Present Secretary Fedoroff Present Director Rice Present Director Hernandez was present and sworn in at this meeting.</p> <p><u>Staff Present</u> Temporary Administrator Melendy Administrative Services Manager Nagy</p>
D. Oath of Office and Swearing In Ceremony for Director Rice.	Director Gray announced that Director Rice would be sworn in and that the other two new directors were sworn in at a closed session on Monday, December 10 2018. Director Rice was sworn in.
E. Report from November 14 and December 10, 2018, Closed Sessions	Director Gray reported that there was no reportable action.
2. PUBLIC COMMENT	PUBLIC COMMENT: Darryl Scheck, Field Representative, SEIU 620
3. CONSENT AGENDA	<p>Director Rice pulled Item 3C for questions regarding the financials. Director Gray pulled Items 3A and D regarding recruitment of a full time paramedic, and the November 14, 2018, meeting minutes.</p> <p>3A – Director Gray requested an update from Temporary Administrator Melendy regarding the inability to recruit a fulltime replacement paramedic. The Temporary Administrator explained.</p> <p>3C – Director Rice asked for clarification of several items in the Financials and Budget Analysis Report, including how legal expenses are being paid, and the increase in full time labor costs in November. Administrative Services Manager Nagy and Temporary Administrator Melendy provided information on these matters.</p>

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<p>3. Continued</p>	<p>3D – Director Gray requested a change in the language for Item 4B of the November 14, 2018, Board Meeting Minutes, to clarify the meaning. Administrative Services Manager Nagy provided a change which will be made by staff.</p> <p>Director Gray moved, as a single person, that the November 17, 2018, minutes be approved as corrected, because she was the only person who was a Board member at that meeting. She asked the Board to approve Items A through C.</p> <p>Director Rice made a motion to approve Items 3A through C.</p> <p>Director Fedoroff seconded the motion.</p> <p>Motion carried 4/0.</p>
<p>4. VERBAL REPORTS</p>	
<p>A. MONTHLY FINANCIAL REVIEW</p>	<p>Administrative Services Manager Nagy reviewed November revenues, fund balance, transports, and budget amounts.</p> <p>Director Gray asked for an update on the audit process, and what is expected in. Administrative Services Manager Nagy stated that they are still in process, and that she hopes it will be presented to the Board in February.</p> <p>Director Fedoroff provided a couple of corrections to the Financial Report.</p>
<p>5. REGULAR BUSINESS</p>	
<p>A. DIRECTORS NOMINATED AND ELECTED A PRESIDENT, VICE PRESIDENT, AND SECRETARY OF THE CCHD BOARD AS PRESCRIBED IN THE CCHD BYLAWS.</p> <p><u>TIME ON TAPE 32:22</u></p>	<p>Director Gray presented Item 5A.</p> <p>Director Fedoroff made a motion that Director Gray be appointed president; Director Mileur be appointed Vice President; and that he be appointed Secretary.</p> <p>Director Rice seconded the motion.</p> <p>Motion carried 4/0.</p>

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B. THE BOARD INTERVIEWED A CANDIDATE WHO APPLIED TO FILL THE VACANT DIRECTOR SEAT, FOR ACTION. THE CANDIDATE WAS SELECTED, AND THE OATH OF OFFICE WAS ADMINISTERED TO THE NEWLY-APPOINTED DIRECTOR.

TIME ON TAPE 33:22

Director Gray presented Item 5B, the opportunity to interview and review two candidates who had applied for Trustee Bianchi's vacant seat. Trustee Putney couldn't be present due to a family emergency, but was reviewed. The second candidate, Dr. Miguel Hernandez, was present.

Dr. Hernandez reviewed his credentials, also answering Board questions. Board discussion focused on evaluating his qualifications and ability to contribute.

PUBLIC COMMENT: Mark Kantor

Director Rice made a motion to nominate as next director Dr. Miguel Hernandez.

Director Mileur seconded the motion.

Further Board discussion followed regarding Dr. Hernandez's qualifications.

Roll Call Vote:

Director Fedoroff-Yes

Director Rice-Yes

Director Mileur-Yes

Director Gray-Yes

Motion carried-Ayes-4, Noes-0.

President Gray administered the Oath of Office to Director Hernandez.

C. THE BOARD CONSIDERED MAKING CHANGES TO THE BYLAWS, AS PRESENTED BY DIRECTOR FEDOROFF, FOR ACTION.

TIME ON TAPE 1:01:14

Director Fedoroff presented Item 5C, possible changes to the Bylaws. He reviewed the proposed changes.

PUBLIC COMMENT: Darryl Scheck

Further Board discussion followed regarding changes to the Bylaws, including confidentiality and the privacy of the crews.

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<p>C. Continued</p>	<p>Director Fedoroff moved that the proposed bylaws be adopted by the Board, with one modification to Bylaw Article 1, Section 13.30, modified to say, "further, patient records will only be available to such Board members who have been trained and certified in HIPPA, the American Health Insurance Portability and Accountability Act of 1996," and to incorporate "and reasonable" between the words "necessary" and "travel" in Section 5.1, and in Article 6, Section 1.7, insert the words "and approve" between "review" and "employee time cards."</p> <p>Director Rice seconded the motion.</p> <p><u>Roll Call Vote:</u> Director Fedoroff-Yes Director Rice-Yes Director Mileur-Yes Director Hernandez-Yes Director Gray-Yes</p> <p><u>Motion carried-Ayes-5, Noes-0.</u></p>
<p>D. BOARD MEMBERS DISCUSSED THE DRAFT ADMINISTRATOR JOB DESCRIPTION, BENEFIT PACKAGE, AND RECRUITMENT AND ADVERTISING BUDGET AND PLAN, FOR DIRECTION AND ACTION.</p> <p><u>TIME ON TAPE 1:34:32</u></p>	<p>Director Gray presented Item 5D. Director Fedoroff discussed the steps he had taken to research and revise the job description.</p> <p>PUBLIC COMMENT: None</p> <p>Director Rice moved to accept the new job description for the district administrator position.</p> <p>Director Mileur seconded the motion.</p> <p><u>Roll Call Vote:</u> Director Fedoroff-Yes Director Rice-Yes Director Mileur-Yes Director Hernandez-Yes Director Gray-Yes</p> <p><u>Motion carried-Ayes-5, Noes-0.</u></p>

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E. DIRECTORS DISCUSSED THE UTILIZATION OF THE DISTRICT ASSET, "VEHICLE/DISTRICT 10," THE FORD EXPEDITION, FOR DISCUSSION AND ACTION.

TIME ON TAPE 1:38:18

Director Gray presented Item 5E.

At this time, Temporary Administrator Melendy interjected a question regarding Board discussion of the time frame for posting the Administrator Job Description. Director Gray stated the Board would be going into closed session following today's regular meeting, to plan a direction.

Director Gray continued with the presentation of Item 5E, explaining why this item has come up for discussion and possible action.

Board discussion followed regarding the location and appropriate use of the Ford Expedition.

Director Fedoroff moved that Vehicle 10 be returned to full time duty within the district's boundaries and parked at the district's parking lot located at 2515/2535 Main Street, Cambria, no later than January 1, 2019, and through the winter months, he further moved that Vehicle 10's usefulness as a district asset be evaluated by a committee consisting of the current operations director, one other paramedic, and the members of the Property and Facilities Committee, to be determined today, and such evaluation presented to the Board at the April 2019 Board meeting for direction to either keep the asset or dispose of it consistent with Article 8, Section 6, entitled "Sale of Property of the District."

Director Rice seconded the motion.

Roll Call Vote:

Director Fedoroff-Yes

Director Rice-Yes

Director Mileur-Yes

Director Hernandez-Yes

Director Gray-Yes

Motion carried-Ayes-5, Noes-0.

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<p>F. TEMPORARY ADMINISTRATOR MELENDY PRESENTED THE DRAFT CCHD BOARD MEETING CALENDAR FOR DISCUSSION AND ACTION.</p> <p><u>TIME ON TAPE 2:00:42</u></p>	<p>Temporary Administrator Melendy presented Item 5F.</p> <p>Board discussion followed regarding the proposed meeting calendar.</p> <p>PUBLIC COMMENT: None</p> <p>Director Gray moved approval of the calendar as presented by Temporary Administrator Melendy.</p> <p>Director Rice seconded the motion.</p> <p>Motion carried 5/0.</p>
<p>G. DIRECTOR GRAY PRESENTED SUGGESTED COMMITTEES, AND COMMITTEE CHAIRPERSONS AND MEMBERS, FOR BOARD APPROVAL.</p> <p><u>TIME ON TAPE 2:02:01</u></p>	<p>Director Gray presented Item 5G, requesting Board input on her suggestions.</p> <p>Board discussion followed regarding this topic, including giving a chairmanship to Director Hernandez, and the function of the Communications Committee.</p> <p>Director Mileur moved to approve the committees outlined by President Gray, and to include the modifications of Director Hernandez as chair of the Communications Committee and serving as a member of the Healthcare Advocacy and Education Committee.</p> <p>Director Fedoroff seconded the motion.</p> <p>Motion carried 5/0.</p>
<p>H. DIRECTORS REVIEWED RESOLUTION #05-18 THAT WOULD AUTHORIZE NEW DIRECTORS TO BE AUTHORIZED SIGNATORIES ON ALL ACCOUNTS THAT ARE CURRENTLY OPEN AT RABOBANK FOR POSSIBLE ACTION.</p> <p><u>TIME ON TAPE 2:07:28</u></p>	<p>Administrative Services Manager Nagy Presented Item 5H, introducing Resolution #05-18 for Board review and approval.</p> <p>The Resolution was approved, and Board discussion regarding the process for becoming authorized signatories followed.</p>

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6. DECLARATION OF FUTURE AGENDA ITEMS	<p>Director Fedoroff requested including the status of the slide that occurred two years ago including insurance coverage for it; county assessment of it; and what we intend to do about it. He also requested discussion of the 2002 Ford, for possible disposal of it by selling it in accordance with Article 8, Section 6, of the bylaws, for discussion and possible action. In addition, he requested a Project Heartbeat presentation, to include the ability to use the principle of the fund. He hopes to have a member of the governing council present.</p> <p>At this time, President Gray spoke on behalf of the Board of Directors, and thank the Administrative Services Manager and Temporary Administrator for their hard work in this interim period following the departure of Administrator Sayers.</p> <p>Temporary Administrator Melendy asked if the Board would like the QC presentation to be arranged.</p> <p>Director Rice moved to adjourn the meeting.</p> <p>Director Fedoroff seconded the motion.</p> <p>Motion carried 5/0.</p>
7. ADJOURN TO CLOSED SESSION	<p>Director Gray adjourned to Closed Session at 2:11 pm.</p>
8. ADJOURNMENT	<p>Directors came out of Closed Session at 4:45 pm. At that time, Director Gray adjourned the meeting.</p>